

THE INVASION OF THE BODYSNATCHERS

Screenplay

by

W. D. Richter

From the Story

by

Jack Finney

Producer: Robert Solo  
Director: Phil Kaufman

REVISED DRAFT  
October 22, 1977

## THE INVASION OF THE BODYSNATCHERS

FADE IN:

1 EXT. THE SURFACE OF ANOTHER WORLD 1

A VIEW toward the horizon, across an arid wasted vista, loose top soil dusting up, casting an ethereal haze before the planet's two amber moons. A SOUND COMES UP, AT FIRST SEEMS LIKE A TROUBLED WIND UPON THE LAND, THEN GRADUALLY RESOLVES INTO THE MUSIC OF THE SPHERES ... AN ELECTRIC BASS, ELECTRIC PIANO, PERCUSSION, A FLUTE. TITLES BEGIN.

THE STRANGEST PLANTS... ALMOST UNNOTICED, BLENDING WITH THE SOIL, QUIVERING, DISCHARGING CLOUDS OF SPORES INTO THE ANGRY ATMOSPHERE... BREATHING... SIGHING...

2 EXT. DARK REACHES OF SPACE 2

Stars and unrecognizable planets swirl by as we FLEE into the blackness, flee not alone, but surrounded by TINY DIAPHANOUS FLECKS... SPORES, MOVING LIKE A GREAT GYPSY COLONY, A SWARM TUMBLING ACROSS EONS...

3 EXT. EARTH'S ATMOSPHERE 3

TITLES CONTINUE. MUSIC CONTINUES BUT LOSES ITS URGENCY AS THE SPORES WHIRL INTO SUNLIGHT, DANCE IN THE COLD, NEW DAWN, DRIFTING DOWNWARD... DOWNWARD... TUGGED BY GRAVITY INTO THE IONOSPHERE...

WATER PARTICLES SUSPENDED EVERYWHERE, SPARKLING MAGICALLY... THE HEART OF A GREAT CUMULUS CLOUD... THE SPORES FLOATING THROUGH, CARRIED ALONG ON THE LULLABY OF THAT FLUTE, TUMBLING INTO BLUE SKY, DESCENDING TOWARD A GREEN, HOSPITABLE PLANET.

4 EXT. THE EARTH'S SURFACE - DAY 4

San Francisco. SPORES SETTLE ON THE CITY LIKE A GENTLE SHOWER OF DANDELION FLUFF, WAFTING HERE, TOUCHING DOWN THERE, ON SIDEWALKS AND STREETS AND PARKS AND ROOFTOP GARDENS, EVERYWHERE...

CLOSE ON JUST ONE OF THOSE SPORES, A WISP OF WHITE FLUFF ATTACHED TO THE TINIEST BLACK POD... CATCHING ON A BRANCH, CLINGING, TAKING FIRM HOLD... ENLARGING ALMOST IMPERCEPTIBLY... GROWING.

(CONTINUED)

4 CONTINUED:

4

ANOTHER POD, LARGER, AFFIXED TO A SMALL BUSH, BEGINNING TO BLOSSOM, SENDING FORTH THE PRETTIEST LITTLE FLOWER ... NOW THESE FLOWERS ARE EVERYWHERE, TUCKED HERE AND THERE, AT DUSK ALMOST HIDING AMID THE REST OF NATURE... BIRD SOUNDS... INSECTS IN THE TREES... A HUMAN HAND!

5 The fingers snap one of those little blossoms from a plant. The hand belongs to ELIZABETH DRISCOLL, an attractive young woman in her late twenties. Elizabeth is fascinated by the exotic little flower, carrying it with her across a SMALL PARK, twirling it in her fingers as she walks toward a group of old Victorian houses.

5

6 ANOTHER ANGLE

6

a line of SMALL SCHOOL CHILDREN passes in the other direction. Some of the kids have more of that same flower in their hands.

THE TEACHER

There's another. Pick that one, Anthony.

7 INT. GEOFFREY'S HOUSE - DUSK

7

Elizabeth comes into the living room where GEOFFREY POWELL, the guy she lives with, is sitting in a sweat-suit, eating a big sandwich, wearing earphones, and watching TV. The sound from the set goes directly into Geoffrey's brain so that the room is perfectly quiet. And full of PLANTS.

Elizabeth gives him a long, sensual kiss, and he squeezes her ass, cranes his neck around her to catch a spectacular broken field runner causing havoc...

GEOFFREY

ALL RIGHT! ATTAWAY!

ELIZABETH

You're in a good mood.

Geoffrey lifts one earphone away...

GEOFFREY

What?

ELIZABETH

I said you're in a good mood.

(CONTINUED)

7

CONTINUED:

7

GEOFFREY

I got something to look forward  
to tonight.

Elizabeth looks down at him with a sexy little grin...  
he snaps the earphone back in place.

GEOFFREY

Playoffs. Been waiting all day...

She looks at the set a moment, then sticks the flower  
in front of Geoffrey's nose... he likes it.

GEOFFREY

(too loud)

What the hell is it? It's great.

ELIZABETH

I don't know.

7A INT. GEOFFREY'S BEDROOM - EVENING

7A

Elizabeth comes upstairs. A small, glassed-enclosed  
plant environment occupies one side of the room.  
Elizabeth enters it, compares that LITTLE BLOSSOM  
to several varieties in here. None is even similar.

8 LATER. CLOSE on a botany book -- the kind of book a science student might have -- Elizabeth turning the pages, sitting on the bed, wearing reading glasses. CLASSICAL MUSIC PLAYS in the room. She has other plant books scattered all around her, using the bed like a desk... and that little blossom now floats in a glass on her nightstand. Tiny roots trail down into the water from the BULBOUS POD below the flower.

ELIZABETH

Here. This looks something like  
it...

THE ANGLE WIDENS. Geoffrey is sitting in bed next to her, still wearing his earphones but he has pajamas on now, and he's watching a basketball game on another TV, a portable this time. Elizabeth picks up the water glass, holds it up to a lamp, back-lighting that little wispy pod.

ELIZABETH

It's epiphytic, I think. No,  
maybe not. In 1956, it says here,  
on the Ivory Coast...

(CONTINUED)

8

CONTINUED:

8

GEOFFREY

Are you talking to me?

He can't hear a damn thing.

ELIZABETH

This flower. It looks sort of  
like something a guy named  
B. F. Campbell identified in  
a deep jungle near...

Geoffrey pulls his earphones off. We HEAR SOUNDS of  
the game piping out...

GEOFFREY

Are you talking to me?

ELIZABETH

Have you ever heard of a grex?

GEOFFREY

A what?

ELIZABETH

G-R-E-X. It means a kind of  
plant that's produced when two  
different species cross-breed.

GEOFFREY

(lost)

What, like a rose and a squirrel,  
you mean?

ELIZABETH

No -- two species of plants, two  
different kinds of plants cross-  
pollinating and making a third  
variety with totally unique  
characteristics.

No way Geoffrey gives two shits about that. He snaps  
his earphones back in place, instantly sucked in by  
the basketball game.

GEOFFREY

WAY TO GO, DOCTOR!

THE FLICKERING LIGHT FROM HIS TELEVISION BECOMES...

9

INT. RESTAURANT LE ST. JACQUES KITCHEN - NIGHT

9

... A BLACK LIGHT, A MYSTERIOUS INSTRUMENT RAKING OVER STORES OF GRAIN, PICKING UP A FLOURESCENT TRACE... THE MAN HOLDING THE LIGHT RENDERED IN A GHASTLY, UNSETTLING GLOW... HE'S MATTHEW BENNELL.

The restaurant OWNER, a dignified Frenchman, is watching Matthew move systematically over his food stuffs with the black light, tracking a fluorescent trail up onto a food preparation counter.

OWNER

(sincerely)

I try. I don't know what's happening.

He scolds a KITCHEN HELPER in French. Matthew moves on, says nothing, noses around the stove. The CHEF and his STAFF watch Matthew with cold, threatening stares, nothing like the anxious, flustered Owner. Matthew looks into a big pot, smells the simmering contents.

MATTHEW

What's this supposed to be?

CHEF

It is Cervelles En Matelote.

MATTHEW

I'm still in the dark.

CHEF

(put out)

Calf's brains in red wine.

MATTHEW

Red wine and what else?

The Chef looks to the Owner for support, demands it with a glance.

OWNER

It's a secret, Mr. Bennell.

MATTHEW

No secrets, Henri, please, not from the Health Department. You know better...

Matthew tastes the simmering brew with a spoon, notices an ASSISTANT VEGETABLE CHEF staring at him, sharpening a big knife. The Owner nods to the Chef to cooperate, please. But the Chef turns away.

(CONTINUED)

9 CONTINUED:

9

OWNER  
(desperate)  
Good young burgundy. Brown stock.  
Thyme. Parsley, just a sprig.  
Capers. Fresh bay leaf. Garlic.

Matthew takes a tweezers out of a little sanitized wrapper, fishes something out of the stock.

MATTHEW  
That's all?

OWNER  
Yes.

MATTHEW  
What's this?

He's got a tiny black pellet between the pincers. The CHEF looks back...

CHEF  
A caper.

MATTHEW  
No.

The OWNER comes over, agrees with the CHEF.

OWNER  
I assure you it is.

MATTHEW  
It's a rat turd.

The OWNER is stunned, shocked, the CHEF confused.

CHEF  
A what...?

MATTHEW  
This is a rat turd.

The OWNER smells it, shakes his head.

MATTHEW  
If it's a caper... eat it.

The moment of truth. The OWNER looks at the CHEF, looks back at the little black oblong pellet... hesitates. Matthew confiscates the offending particle, drops it into a sanitized plastic container.

(CONTINUED)

9 CONTINUED: (2)

9

MATTHEW

(shaking his head)

I'm going to bring you up for permit revocation, Henri. What the hell happened? It's like an epidemic. You and a dozen other good places all of a sudden start serving shit. New fad? You don't care anymore? What is it?

OWNER

(a look to his staff)

I care. But my Chef. I don't know. Since last week something got into him.

The CHEF. He's just slicing meat with a huge knife.

10 EXT. RESTAURANT LE ST. JACQUES - NIGHT

10

A light rain is falling. Matthew exits from the rear of the posh establishment, crosses the employees' parking lot to his car. TWO KITCHEN WORKERS LOUNGE AGAINST A TRASH BIN. They fall silent as he approaches, eye him.

Matthew reaches his car -- a city car, drab, undistinguished, except for a rather dramatically FRACTURED WINDSHIELD over the driver's side, like someone's gone at it with a club. Spidery cracks radiate from a central point of impact. Matthew regards the damage, obviously brand-new. He turns around, looks at the two kitchen workers. They stare back at him from the shadows.

11 INT. CITY CAR - NIGHT

11

Matthew drives through the rainy city, cars and trucks and the pavement glistening, his face distorted by headlights and street lights that bleed through his broken windshield... THE HYPNOTIC CHUGGING OF WIPERBLADES ACROSS GLASS... MATTHEW'S RADIO TUNED TO AN ALL-NEWS STATION. Something's bothering him.



12 INT. GEOFFREY'S KITCHEN - NIGHT

12

LATER. Elizabeth is in her nightgown, answering the telephone, shutting the refrigerator door with her foot, drinking a glass of fruit juice, throwing Geoffrey's beer cans into the trash. She's said no more than "Hello," been forced to listen. Finally:

ELIZABETH

Matthew... Matthew, stop. I don't care how important it is -- I am not coming into that lab before eight a.m.

13 INT. MATTHEW'S OFFICE - NIGHT

13

Outside his window, the City Hall dome casts shadows. MATTHEW BENNELL is a man along, obsessively dedicated to a hundred tasks at hand. Right now he's talking to Elizabeth on the phone and cutting articles out of newspapers -- "Health Department Acts To Close Four More Prominent City Restaurants." THE SCISSOR BLADES MOVE PRECISELY AROUND THE EDGE OF THE ARTICLE.

MATTHEW

If you start the tests before eight then I can have the results Wednesday morning so I can force a hearing that afternoon because Wednesday afternoon's the only slot on my calendar for a week. I need it, Elizabeth...

14 INT. GEOFFREY'S KITCHEN - NIGHT

14

ELIZABETH

(giving up)

Okay -- seven-thirty. I'll run a salmonella test...break it down. You're actually in the office now? You're crazy.

She grinds up the remains of Geoffrey's hero-sandwich supper in the garbage disposal.

ELIZABETH

(smiling)

Good night. Go home, Matthew.

She hangs up.

15 INT. MATTHEW'S OFFICE

15

He's alone. He pauses a moment, then gets into more work, scissoring another article out of a different paper, pinning it up on a bulletin board already layered three-deep with clippings and notes. CLOSE ON THIS LATEST ADDITION: "Webs Shroud The Bay Area."

16 INT. GEOFFREY'S HALLWAY/BEDROOM - NIGHT

16

Elizabeth ascends the stairs, shutting lights out behind her, closing up the creaky old house. She comes into the bedroom where the TV's still on and Geoffrey's now sound asleep in bed, SNORING with his earphones on. She removes them, flicks off the set, gets into bed with him. She's about to turn off her bedside lamp... that flower. She picks the waterglass up, leans across Geoffrey and sets it on his nightstand -- a little present. She kisses him good night. Half-asleep, he kisses her back, seems to want to make love, but then he just drops off completely.

Elizabeth turns out the light, tucks herself in. Geoffrey snuggles up behind her. FLOURESCENT PLANT LIGHTS glow softly in the bedroom green house, cast bizarre shadows.

IN THE FOREGROUND, ON THE NIGHTSTAND, THAT STRANGE LITTLE FLOWER TURNS EVER-SO-SLIGHTLY, SEEMS TO LOOK DOWN UPON GEOFFREY AS HE STARTS TO SNORE AGAIN...

17 INT. GEOFFREY'S HOUSE - MORNING

17

AN ALARM CLOCK IS RINGING, SHATTERING THE SILENCE. Elizabeth reaches across the bed, shuts it off, realizes she's alone in bed. It's six a.m. THE SOUND OF GLASS, LITTLE BITS BEING SWEEPED UP...

... Geoffrey squats alongside the bed, brushing the broken waterglass into a dustpan. He doesn't smile, seems different, remote, dressed in a somber three-piece suit. The flower is gone and it's RAINING OUTSIDE.

ELIZABETH

Geoffrey... my God... How long  
have you been up?

GEOFFREY

(flatly)

An hour.

(CONTINUED)

17 CONTINUED:

17

He walks right out of the bedroom, leaving her alone before she can even really clear her head.

ELIZABETH

Geoffrey...?

Elizabeth gets up, throws on a robe, walks downstairs into the kitchen...

...where Geoffrey is just going out the back door, lugging a small plastic trash container.

Elizabeth fills a kettle with water, puts it on the stove, still trying to wake up. She looks out the window, sees the strangest sight...

18 HER POV

18

Geoffrey stands under his umbrella, right near a small pickup truck as a JAPANESE GARDENER in a rain slicker dumps the contents of Geoffrey's container -- A TANGLE OF GREY FIBROUS STRANDS -- onto a pile of similar material in the back of his truck. The Gardener flips a tarp over it all, then turns to Geoffrey to confer, pointing cryptically down the alley.

The Gardener drives off, leaving Geoffrey alone in the rain, watching the little truck disappear. He seems almost forlorn.

19 BACK TO SCENE

19

Elizabeth stands in the kitchen window, watching him. She has no idea what to make of this strange behavior. THE KETTLE WHISTLES SUDDENLY, GIVES HER A START.

20 EXT. CIVIC CENTER - MORNING

20

Elizabeth crosses the busy street, approaches The County Health Department, passing by a BANJO-PLAYING BEGGAR and his faithful companion, a feisty dog, a BOXER. Rain still falls lightly.

21 INT. HEALTH DEPARTMENT - MORNING

21

It's already eight-thirty, and the lab is in full swing when Elizabeth comes in. She's upset, on edge. She spots Matthew Bennell across the crowded room, consulting with ANOTHER BACTERIOLOGIST. Elizabeth quickly slips her own lab smock on, approaching them. Matthew's presenting confiscated food samples...

MATTHEW

I want to get the son of a bitch. They're taking skate and punching out little pieces and calling them scallops...

ELIZABETH

I'm sorry... I...

MATTHEW

(seeing her)

It's okay.

(to the other  
bacteriologist)

And that baked potato... something's wrong with the sour cream. It's a good job but I know it's not real. Either that or the butter's turned...

ELIZABETH

It was Geoffrey...

MATTHEW

I figured it was Geoffrey.

(to the  
bacteriologist)

Got it?

BACTERIOLOGIST

Got it. By ten tomorrow morning.

MATTHEW

Nine-thirty.

He walks with Elizabeth back toward her bench, toward the door out of the lab. He's aware that she's upset.

(CONTINUED)

21 CONTINUED:

21

MATTHEW

I think I'm going for a  
permit revocation at Le St.  
Jacques. I was there last  
night.

ELIZABETH

I thought you were at Turner's...

MATTHEW

I was. I was at both places.  
What did Geoffrey pull this time?

RRRRRR. His alarm watch goes off. He takes its cue,  
keeps walking right out of the lab. She stays with him,  
as it it's the most natural thing to do.

ELIZABETH

I don't know. He was...  
different... he just was...  
different.

MATTHEW

Terrific. Then it has to be an  
improvement because before he  
was nothing so whatever he's  
like now has to be better.

22 INT. HEALTH DEPT. HALLWAY - MORNING

22

Long marble hallways, a great feeling of energy, en-  
thusiasm, passion in this place, people with purpose,  
enjoying their work. Matthew and Elizabeth appear,  
conversation running over...

ELIZABETH

No, but it's not. It's  
gotten me so nervous...

MATTHEW

Nervous? You want something to  
be nervous about? Look at this...

He's got the little vial containing that rat turd in his  
hand, showing it to her as they hurry along.

ELIZABETH

What it it?

(CONTINUED)

22 CONTINUED:

22

MATTHEW

What's it look like?

ELIZABETH

(trying to  
study it)

A caper?

He uncorks the vial, lifts it toward his mouth.

MATTHEW

It it's a caper, I'll  
just eat it...

ELIZABETH

No!

She grabs his hand, has to smile. She knows he would  
eat it, whatever it is, just to amuse her.

ELIZABETH

What is it?

Matthew nods at a door they've reached: RODENT CONTROL.  
He recorks The Vial.

MATTHEW

Le St. Jacques. The whole  
world's coming apart. So  
forget about Geoffrey. He's  
an ant.

ELIZABETH

I just feel... I told you  
I'd be here at seven-thirty.

Matthew's leaning up against the wall by Rodent Control.

MATTHEW

So what? Everybody has  
problems. Boccardo will  
have the tests for me.  
Don't worry.

A GUY comes along, pushing on into Rodent Control, waving  
a plastic bag at Matthew -- There's a dead rat inside.

(CONTINUED)

RODENT MAN  
(of the rat)  
Le St. Jacques.

MATTHEW  
(of the vial)  
Le St. Jacques.

RODENT MAN  
Come on, let's talk. They're  
through.

The guy goes on inside. Matthew doesn't. He stands  
there a second watching Elizabeth, making her smile  
with his smile.

MATTHEW  
That's better.

ELIZABETH  
It won't last. That's the  
trouble.

MATTHEW  
Talk to him. Tell him to  
straighten out or get out.

ELIZABETH  
It's his house.

The Rodent Control door opens up, the guy takes Matthew's  
arm, drags him inside.

RODENT MAN  
Come on, I got Dr. Jacob's on  
the line - he'll go for revo-  
cation of permit if you talk  
to him.

MATTHEW  
(to Elizabeth,  
vanishing)  
So make him an offer on the  
place...

He's gone. The Rodent Control door closes in her face.  
She smiles at Matthew for a second. But then her smile  
fades, and she turns, walks back to the lab.

23 INT. GEOFFREY'S HOUSE - EVENING

23

Elizabeth is just home from work, making herself a cup of tea. She hears the front door unlock, goes out into the living room to try to be nice to Geoffrey. But he seems withdrawn.

ELIZABETH

Want some tea? I...

He hurries right upstairs. She steels herself, goes on up after him.

24 INT. GEOFFREY'S BEDROOM - EVENING

24

Elizabeth finds him changing his shirt, bushing his teeth.

ELIZABETH

Geoffrey, I have to talk to you.

He rinses his mouth, hurries out past her.

GEOFFREY

Listen, Elizabeth, something's come up. I have to go right back out.

ELIZABETH

You what? We're supposed to go...

GEOFFREY

The Warriors, I know. I gave the tickets to a patient.

ELIZABETH

You're missing a Warriors game?

GEOFFREY

No choice.

ELIZABETH

Geoffrey, is something wrong? Something is wrong with you.

GEOFFREY

I'm fine. I've just got a meeting.

ELIZABETH

What kind of a meeting?

(CONTINUED)



24 CONTINUED:

24

He turns on her, coldly, abruptly.

GEOFFREY

What is this, Elizabeth?  
I don't think I have to  
justify my every move to you.

That stuns her. It's so final, so deliberate. It's  
not even like he's angry.

ELIZABETH

Geoffrey... look at me.

He doesn't, goes about getting himself another jacket.

ELIZABETH

Geoffrey, I said look at me!

He turns now, looks at her. There is nothing in his  
eyes, nothing.

GEOFFREY

What's wrong with you,  
Elizabeth?

She turns, leaves the room.

25 INT. GEOFFREY'S LIVING ROOM - EVENING

25

Elizabeth sits in a chair by the window; Geoffrey comes  
down the stairs. He looks at her. She turns away, looks  
out onto the evening street.

GEOFFREY

I've got to go now. Don't  
wait up for me.

He leaves.

HER POV

Geoffrey descends the front porch steps, looks up and down  
the street. A STATION WAGON appears, stops for him, spirits  
him away.

BACK TO SCENE

Elizabeth is perplexed, agitated. She has no idea what the  
hell's going on.

26 INT. MATTHEW'S APARTMENT - NIGHT

26

CLOSE ON A BOK 704, MATTHEW'S KNIFE QUICKLY CHOPPING IT UP, WITH CONSIDERABLE SKILL.

Matthew at work in his small kitchen, a corner of his small apartment, the place overrun with reading material. Magazines and novels and journals are everywhere, newspapers stacked in piles on the floor, an extensive record collection on shelves, another bulletin board in here, covered with more clippings. SOME LIGHT JAZZ is playing on a fairly sophisticated stereo system, nothing too expensive but seriously chosen.

Matthew pours cooking oil into a wok, works with great style and attention to detail. He cares about good food, about all things done well. THERE'S A SUDDEN KNOCKING AT HIS DOOR.

MATTHEW

Now? Who is it?

ELIZABETH'S VOICE

Matthew? Please ... it's Elizabeth...

Wiping his hands on his apron, Matthew goes to the door, unlocks two locks and a chain, opens it. Elizabeth comes right in. He watches her go directly to the refrigerator, get herself a glass of white wine from a half-empty recorked bottle that she knows instinctively will always be there. Matthew relocks the door.

MATTHEW

(coming back to her)

Geoffrey?

ELIZABETH

No.

She's shaking, sipping the wine, looking at him. He's baffled.

MATTHEW

Not Geoffrey.

ELIZABETH

That's right. He's not Geoffrey.

MATTHEW

(lost)

I'm sorry, I don't ...

(CONTINUED)

26 CONTINUED:

26

ELIZABETH

I've always believed that if you think you're losing your mind, then you're not.

He's never seen her like this, trembling like this.

MATTHEW

Have you had dinner?

ELIZABETH

(slowly)

I know that the man I live with... isn't the same. He hasn't been... for days now. On the outside he's Geoffrey. But on the inside he's different. His responses aren't right ... it's not him ...

MATTHEW

What are you talking about?

ELIZABETH

I don't know! Maybe I am losing my mind.

She goes into his living room, sits down.

MATTHEW

Did something just happen?

ELIZABETH

Yes, something just happened. He came home and he spoke to me and he went out and he said I should mind my own business.

MATTHEW

You had a fight?

ELIZABETH

No! He wouldn't fight. That's what I mean. He looked like Geoffrey but something was missing. There wasn't any emotion in him, in his eyes, none. Just the pre-tense of it.

Silence. Matthew thinks about that, goes back into his kitchen, turns the fire on under his wok.

(CONTINUED)

26 CONTINUED:

26

MATTHEW

It's a beautiful night. Let's  
eat out back.

She turns, looks at him. He's going to be so calm about  
this, so reasonable.

A27 EXT. MATTHEW'S BACK YARD - NIGHT

A27

The rain is over, and all the foliage shines in soft  
moonlight. Matthew and Elizabeth sit on old wooden  
chairs, at a small table, eating, drinking tea. He uses  
chopsticks, ever the purist.

The yard is overgrown with tall grass and trees, like all  
the adjoining yards in the neighborhood, a lively neigh-  
borhood at night, MUSIC AUDIBLE from a nearby house, an  
OCCASIONAL BURST OF LAUGHTER, A SHOUT, A SIREN PULSING  
IN THE DISTANCE.

Beyond them, in the shaded window of a neighboring house,  
a MAN AND WOMAN ARE VISIBLE IN SILHOUETTE, CLOSE TO EACH  
OTHER, TOUCHING. Elizabeth seems somewhat calmed, but  
still unable to think about anything but Geoffrey.

MATTHEW

There must be somebody else, some-  
body close to him who'd have noticed  
it too, Elizabeth. What about his  
sister?

ELIZABETH

I talked to her. I called her.  
But I didn't tell her everything.  
I stopped myself.

MATTHEW

Why?

ELIZABETH

Because I could tell that she  
wasn't his sister anymore. She  
changed too.

Matthew stops eating, looks at her, really concerned.

MATTHEW

Oh, now come on ... you've got to  
stop this. Do you know what you  
sound like?

(CONTINUED)

A 27 CONTINUED:

A 27

ELIZABETH

Sure -- a crazy lady. Well, you're wrong because even these days, it isn't as easy to go mad as people think. It's not me. It's them.

Long pause.

MATTHEW

Elizabeth, do you know a man named David Kibner? He's a psychiatrist.

ELIZABETH

I don't need that kind of help.

MATTHEW

Kibner isn't just a psychiatrist. He's a good friend, an author ... he's a sensitive man. He won't tell you you're crazy. He'll tell you what you're not.

27 EXT. NEIGHBORHOOD STREETS - NIGHT

27

Matthew and Elizabeth walk along together, his hands stuffed into his pockets, her arm linked through his, clinging to him for comfort.

MATTHEW

There is no other explanation: Geoffrey, unfortunately, is Geoffrey. Maybe the son of a bitch is having an affair. Maybe he got a social disease in some third-rate whore house, and he's ashamed to tell you. I wouldn't put it past him.

She looks down at the ground as they walk.

ELIZABETH

You're impossible to talk to.

MATTHEW

No, no, I'm just being realistic. Geoffrey is an asshole. Face it. Maybe he's into drugs. The point is he's doing something to make you feel this way. There's a reason. Because I can tell your head's screwed on straight.

(CONTINUED)

27 CONTINUED:

27

He puts his hand atop her head, twists it. She has to smile.

A28 INT. GEOFFREY'S HOUSE - NIGHT

A28

Elizabeth unlocks the front door, brings Matthew into the foyer.

ELIZABETH

He's not home yet.

MATTHEW

How do you know?

ELIZABETH

It's just like I left it. He always leaves traces, all the lights blazing. Or he used to.

MATTHEW

Then I'll wait.

ELIZABETH

You don't have to.

MATTHEW

I want to see him.

Pause. The empty house. The two of them standing alone in the dim foyer.

ELIZABETH

I wish you wouldn't, Matthew, really. I don't want a scene. I couldn't handle it now.

MATTHEW

You feel all right though?

ELIZABETH

I feel okay ... better.

Long pause. It's a little awkward. She forces a brave smile. He touches her arm reassuringly.

MATTHEW

See you in the morning. Don't take any shit. He's not worth it.

28 EXT. GEOFFREY'S HOUSE - NIGHT

28

Matthew emerges, hands in pockets. He walks along briskly, more-or-less satisfied that he's done a good deal to put Elizabeth's mind at ease.

THE CAMERA HOLDS ON A NEIGHBORING VICTORIAN HOUSE AS MATTHEW MOVES PAST. AN OLD WOMAN IS SITTING IN THE WINDOW, GAZING AT THE NIGHT, ROCKING BACK AND FORTH, BACK AND FORTH ...

29 EXT. CHINATOWN - MORNING

29

Matthew walks along the crowded street, anonymous, part of the excitement, the hustling, the chaos. He's carrying a bundle of clothing and he looks like he belongs anywhere you plunk him down in this city. SEVERAL CHINESE MEN are emptying trash barrels into the back of a small truck ... MORE OF THAT GREY FIBROUS STUFF. Matthew enters a little hand laundry nearby.

30 EXT/INT. CHINESE HAND LAUNDRY - MORNING

30

ANOTHER CUSTOMER is just leaving. Boxes of clean laundry perch on shelves in precise rows. AN OLD CHINESE MAN just sits in the back of the shop near a stove on which the family's meal is cooking. No one comes to serve Matthew for a moment so his eyes drift outside to those barrels of fluff being loaded into a gardener's truck.

WOMAN'S VOICE

Hello.

Matthew turns to see the OLD CHINESE WOMAN who runs the laundry with her HUSBAND standing just across the counter.

MATTHEW

Hello, Mrs. Teng. This stain here ...

MRS. TENG

Shirts to pick up?

MATTHEW

No, no ... just these to leave. I'm worried about this coffee stain, see here ...

(CONTINUED)

3.0 CONTINUED:

3.0

But the old woman isn't looking. She's writing up Matthew's ticket. He looks back at her husband. The old man seems upset, totally blank.

MATTHEW

Can you get it out?

MRS. TENG

That not coffee.

MATTHEW

(smiling, uneasy)

Well ... yes, it is. I spilled it on there myself last ...

MRS. TENG

Not coffee. May not come out.

MATTHEW

Please try .. will you?

She just collects his bundle of clothes, toddles off into a back room. Matthew stands there, feeling like an idiot. The old man watches his wife go, gets up quickly, comes to the counter, just as Matthew's leaving...

MR. TENG

You doctor, no?

MATTHEW

No, Mr. Teng, I'm not a doctor. You know that. The Health Department only ...

MR. TENG

My wife sick.

MATTHEW

What's the matter with her?

MR. TENG

She wrong.

MATTHEW

Wrong? How? Is she in pain?

MR. TENG

That not my wife.

MATTHEW

Come on, that's Mrs. Teng.

(CONTINUED)



30 CONTINUED:

30

MR. TENG

No, no. Different.

ANOTHER CUSTOMER comes in. Matthew's confused. Did Elizabeth make the same claim about Geoffrey or not? Mr. Teng's accent is so thick ...

Mr. Teng waits on his new customer, through discussing the matter with Matthew, ashamed he brought it up in the first place. Matthew's disconcerted, left wanting a fuller explanation but it's not going to be forthcoming from the inscrutable Mr. Teng.

A31 EXT. CIVIC CENTER - MORNING

A31

Matthew approaches the Health Department, digs into his pocket, gives that BANJO-PLAYING BEGGAR a quarter. The guy's DOG BARKS ITS THANKS.

B31 INT. COUNTY HEALTH DEPT. LAB - MORNING

B31

Matthew enters, barely a second to orient himself before a BACTERIOLOGIST'S got him by the arm, directing him across the room ...

BACTERIOLOGIST

You gotta see this, Matthew, you're gonna shit a brick when you see what Boccardo's got. You can put 'em out of business before they know what hit 'em.

A FAST TRACKING SHOT, Matthew being led through the lab to the far end, all THE TECHNICIANS bunched around the bench, where yesterday Matthew deposited that collection of highly suspect skate/scallop whatever. Boccardo's grinning like a Cheshire cat, THE CAMERA SLIDING RIGHT PAST HIM, HOMING IN ON THAT BY-NOW-PEAKED BAKED POTATO, THE THING DRIPPING WITH DAY-OLD SOUR CREAM OF TRULY QUESTIONABLE ORIGIN.

MATTHEW

What? What did you find?

BOCCARDO

You were right.

(CONTINUED)

B31. CONTINUED:

B31.

BOCCARDO

The sour cream isn't real.

MATTHEW

I knew it!

BOCCARDO

And the butter's rancid, swimming with hot staph.

MATTHEW

(getting excited)

I knew it. What about the chives?

BOCCARDO

What chives? They're sawdust and vegetable dye, probably artichoke juice, maybe just food coloring and some stabilizers. I'll know in another hour.

MATTHEW

They are going to burn in hell for this. Sensational! Great work, Boccardo ...

BOCCARDO

That's nothing. That's child's play. What else?

MATTHEW

What'd you mean what else?

Everyone in the lab knows. The joke's on Matthew, the forensic discovery of the century about to be sprung ...

BOCCARDO

(slowly)

There is something else. Come on -- where's that famous probing mind?

MATTHEW

(eager)

Don't play games, Boccardo.

Boccardo extends an open hand to the specimen lying on his lab tray, an introduction ...

BOCCARDO

The purloined letter ...

(CONTINUED)

B31. CONTINUED:

B31.

MATTHEW  
I'm not with you.

BOCCARDO  
The potato ...  
(pause)  
... is not a potato.

Matthew just stands there, trying to digest what Boccardo's saying. A hush has fallen over the room.

MATTHEW  
The baked potato ...

BOCCARDO  
... is not a baked potato.

MATTHEW  
What is it?

BOCCARDO  
That you have to ask the bastard who made it. All I know right now is I can't find anything real in it. Plastic cream, some sodium carboxymethyl cellulose, a lot of air, a pinch of stabilizer, a dash of emulsifier -- probably monoglyceride -- some Yellow Dye No. 5. It's a perfectly constituted synthetic tuber and I wouldn't take a bite of the goddam thing for a year's salary.

Silence.

MATTHEW  
Where's Elizabeth?

SOMEONE  
She's not hear.

SOMEONE ELSE  
She called in sick, I heard Gene say.

MATTHEW  
(his head swimming)  
But the skin ... it looks like a real potato skin ...

BOCCARDO  
A membranous protein substitute. Coal-tar dye, spun fiber. It's not organic. It's not poison, but it sure as hell isn't real.

(CONTINUED)

B31. CONTINUED:

B31.

MATTHEW

Then you're saying somebody is,  
what ... manufacturing them?

BOCCARDO

You got me. I only know what it  
isn't. Not how it got that way.

Pause.

MATTHEW

Okay. Write it up. I'm pulling  
the restaurant in at five-thirty.  
We'll nail them shut. Fantastic  
work, really, thank you.

BOCCARDO

It'll be fantastic work when I can  
tell you how the hell they're doing  
it.

31 INT. MATTHEW'S OFFICE - MORNING

31

He sits at his desk, thinking, disturbed. He opens his  
desk drawer, takes the telephone out, dials. Like his  
house, this office is a cluttered space for a man with a  
million things going on at once -- file cabinets, maps  
on the wall, books on the floor, a cheap plaque on his  
blotter: "A Clean Desk Is The Sign Of A Frightened Mind."

Matthew starts doing paperwork, red-pencilling memos,  
one after the other, while the phone rings in his ear.

32 INT. GEOFFREY'S HOUSE - MORNING

32

TELEPHONE'S RINGING IN EVERY ROOM. The kitchen -- a half-  
finished breakfast left on the table ... the living room --  
empty, a gentle breeze rustling the curtains ... the bed-  
room -- no one around, a leaf falling from one of Eliza-  
beth's plants, ominously settling to the floor ... THE  
TELEPHONE'S RINGING, RINGING, TURNING INTO ...

A33 INT. ELEVATOR - MORNING

A33

... THE CHIMING OF AN OVERLY JOYFUL FLOOR INDICATOR IN  
A MODERN OFFICE BUILDING. Elizabeth steps off the ele-  
vator. AND WE BEGIN TO FOLLOW HER, WATCH HER SUREP-  
TITIOUSLY AS SHE ...

B33 INT. OFFICE CORRIDOR - MORNING

B33

...walks along. Highly stylized, provocative glimpses, almost dream-like and yet real. WE KNOW THIS IS HAPPENING. She puts her hand on an office door, GEOFFREY W. POWELL, D.D.S. stenciled on the glass. The door is locked, and that surprises Elizabeth. She turns, looks out the window down onto the EMBARCADERO ...

C33 HER POV

C33

GEOFFREY and an OLDER WOMAN in a nurse's uniform walk across the street.

34 EXT. EMBARCADERO CENTER - DAY

34

A chrome organ pipe ... MORE JOYFUL MUSIC ... Elizabeth appears, looking for Geoffrey and his nurse ... reflections of foot traffic on the buildings. She sees them ...

THEY'RE STANDING ON A BUSY CORNER, CONFERRING NOW WITH TWO BLACKS, ONE A CONSTRUCTION WORKER, THE OTHER WEARING A SECOND LIEUTENANT'S UNIFORM.

The foursome splits up, Geoffrey and the construction worker walking off, his Nurse and the soldier getting into a cab together.

35 EXT. THE CANNERY - DAY

35

JUGGLERS ... Street performers delighting a SMALL CROWD. Geoffrey and his new black friend stand among these happy, laughing people. BUT THERE IS NO JOY ON GEOFFREY'S FACE -- JUST AN UNYIELDING SENSE OF PURPOSE.

The black looks up at a building on THE CANNERY, directs Geoffrey's gaze that way ...

ELIZABETH. She stands at the back of the crowd, sees Geoffrey looking up ...

...at two people who stand in a window, A GAY COUPLE, looking down on Geoffrey and the black worker.

The gays have appeared, gone off with the black. Geoffrey looks after them a moment, turns and vanishes into the crowd. Elizabeth follows.

36 EXT. STONE STEPS - DAY

36

Geoffrey ascending. STEEL DRUMMERS fill the air with primitive MUSIC on Ghirardelli beach below. He reaches the top, pauses. A CAR MOTORS SLOWLY PAST HIM, THE DRIVER LOOKING RIGHT AT GEOFFREY, PICKING HIM OUT FROM THE OTHER PEDESTRIANS, IT SEEMS, GEOFFREY LOOKING BACK. SECONDS PASS, AND THEN ...

A DARK GREEN SEDAN pulls out of traffic ... and Geoffrey gets into it, goes off with it, the car carrying FOUR OTHER MEN ...

37 EXT. MARKET STREET - TWILIGHT

37

NOISE. TRAFFIC ... PICKING RIGHT UP FROM THE LAST SHOT ... ELIZABETH APPEARS IN THIS URBAN CHAOS, HER NIGHTMARE BECOMING OUR REALITY ... ROAD CONSTRUCTION UNDERWAY, A BIG REPAIR TRUCK SHOOTING FIRE OUT OF ITS BELLY ONTO THE ASPHALT, THE WHOLE WORLD FULL OF HOSTILE THINGS AND HOSTILE PEOPLE AS ...

... she approaches the Health Department, rounds the corner of the building ... THE BEGGAR! He startles her, walking her way with his DOG, his panhandling through for another day.

A38 INT. HEALTH DEPT. HEARING ROOM - EVENING

A38.

That hearing in progress, Matthew on the stand, no observers in the room, just a few HEALTH DEPT. OFFICIALS presiding as the RESTAURANT OWNER watches Matthew do battle with an OILY LAWYER. THE POTATO sits on a table between them.

LAWYER

If it's the DNA that decides whether a cell is going to be part of a man or a mushroom -- or in this case a bakes potato -- then who are we to presume to judge those DNA molecules when they recombine in a laboratory instead of Nature? What's so sacrosanct about a field or a swamp?

MATTHEW

I think what we're talking about here is screwing around with food-- misrepresenting food. Don't give me sociobiological double talk. People eat potatoes, not words. It's that ...thing...is that a baked potato or isn't it?

(CONTINUED)

A38 CONTINUED:

A38

LAWYER

What, I submit, is a potato?

Elizabeth comes into the hearing room, takes a seat in the rear. Matthew sees her, and she instantly distracts him -- he wants to talk to you.

DIRECTOR OF  
HEALTH CARE  
SERVICES

Oh, for Christ sakes, are we speaking English here or not?

LAWYER

I am. Hos did vegetable life begin? Everything's made of protein. This potato included.

MATTHEW

Stop calling that a potato!

He looks back at Elizabeth.

LAWYER

Gladly. I'll call it a string of amino acids then if that makes you happy -- manufactured intercellularly by highly complex protein structures. I'm talking about RNA. Ribosomes ...

MATTHEW

And I'm talking about a goddam baked potato with sour cream and chives and rancid putter that is not a goddammed baked potato with sour cream and chives!

LAWYER

Mr. Bennell, I don't want to get emotional about a potato here.

Elizabeth can't stand it. She gets up, steps out into the hall.

38 INT. HEALTH DEPT. CORRIDOR - NIGHT

38

Elizabeth walks slowly back and forth, occupying her mind with an imaginary game of hopscotch on the tessellated marble floor. THE SOUNDS OF THE HEARING DRONE ON.

(CONTINUED)

38 CONTINUED:

38

MATTHEW'S VOICE

Elizabeth.

She looks up. He's come out of the room, stands looking at her in the barren hallway, some ten yards away.

39 ANOTHER PART OF THE BUILDING. Matthew and Elizabeth walk along. A CLEANING MAN mops the floor. Elizabeth talks in low, secretive tones.

39

ELIZABETH

I didn't fall asleep until about four a.m. I couldn't...not next to him...my heart was pounding and he kept saying "Just sleep, go to sleep, sleep and everything will be fine in the morning." But when I woke up at six he was already gone. So I called his office at ten and the line was busy. So I went there, and it was closed.

MATTHEW

Not like Geoffrey at all. Not when there's money to be made.

ELIZABETH

And all those people ... it was like he was recognizing people he didn't know. I can't explain it ...

MATTHEW

It sounds like a network of some kind, passing information, getting instructions ...

ELIZABETH

Something was passing between them, Matthew, but I don't know what -- nothing tangible. I had the feeling, the absolute certain knowledge ... that he was acting by rote.

MATTHEW

By rote?

ELIZABETH

The words, the gestures, everything else -- they're false. I'm not being paranoid ... I'm trying to tell you about the man I live with. I think he's an imposter.

(CONTINUED)



MATTHEW  
(half-amused)  
An imposter?

ELIZABETH  
Yes, an imposter. It's Geoffrey,  
but it's really someone else.

MATTHEW  
Look, Elizabeth, imposters are a  
job for the FBI or the CIA.

ELIZABETH  
You don't believe me.

MATTHEW  
I'm asking myself why? Why the  
hell would anyone want to imper-  
sonate a dentist? Especially  
Geoffrey Powell ...

ELIZABETH  
I can't answer that. I just know  
what I saw.

She leans against the wall, looks up at him. A tear rolls  
down her cheek. Matthew wipes it off, gently. She looks  
away, ashamed.

MATTHEW  
Hey, hey, come on ... listen to me.  
Are you listening to me? I can  
never tell if you are or not.

She wipes more tears away herself, turns to face him.

MATTHEW  
I want you to talk to my friend  
Kibner. I want to talk to him.  
There's a book party, informal.  
He'll be there signing his new ...

ELIZABETH  
I can't ...

MATTHEW  
... you can meet him casually, see  
if you like him, talk to him. I  
won't tell him anything. He'll  
just be meeting a girl at a book  
party. It happens to him all the  
time. Women feel very comfortable  
talking to him ... he's good, that's  
why ...

(CONTINUED)

39 CONTINUED

39

Silence.

ELIZABETH

When?

MATTHEW

Now.

ELIZABETH

Now? No ... look at me.

MATTHEW

I am. You look terrific.

40 INT. CITY CAR - RUSH HOUR

40

Matthew sits behind his broken windshield, driving Elizabeth through a ROUGH NEIGHBORHOOD. OMINOUS CHARACTERS lounge on corners.

ELIZABETH

...I can't think straight....  
I'm afraid of him...

Matthew glances at her. She's staring straight ahead, twisting and untwisting her fingers together.

MATTHEW

He's got to have some idea how  
you feel.

ELIZABETH

He's in a world of his own. He  
doesn't care. There's no emotion  
left in him. No highs, no lows.  
When he looks at me...his face...

Her voice catches.

MATTHEW

... looks exactly like it always  
did. Right?

They stop at an intersection.

ELIZABETH

Exactly.

MATTHEW

Mannerisms? Everything?

ELIZABETH

Everything.

(CONTINUED)

40 CONTINUED:

40

MATTHEW

Kibner will help.

Matthew looks at her with a warm, reassuring smile.  
She smiles back, trying to be brave.

ELIZABETH

If he can just get me to go to  
sleep, right now that'll be  
enough.

MATTHEW

Don't worry.

A MAN SLAMS RIGHT INTO THE WINDSHIELD! WEARING A SUIT,  
RUNNING FOR HIS LIFE, HE'S TRYING TO GET INTO THEIR CAR!  
Elizabeth screams -- Matthew hits his HORN reflexively ...

MAN

(muffled by the glass)

HELP ME! HELP! PLEASE ... THEY'RE  
COMING AFTER ME ... WE'RE IN DANGER  
... YOU'RE NEXT! YOU'RE NEXT! LIS-  
TEN TO ME! LISTEN! SOMETHING TER-  
RIBLE ... THEY'RE HERE ALREADY!  
YOU'RE NEXT! YOU'RE NEXT! PLEASE ...

ABOUT A DOZEN PEOPLE CHASE HIM, RESPECTABLE PEOPLE.  
Matthew locks his door, reaches across Elizabeth, locks  
hers. The man seems absolutely crazed. He thrusts him-  
self off the windshield, darts across the street...

... A MOTORCYCLE COP APPEARS, WEAVES THROUGH TRAFFIC AFTER  
HIM.

ELIZABETH

My God ... what ...?

MATTHEW

A purse snatcher ...

ELIZABETH

He didn't have a purse ... he was  
frightened ...

MATTHEW

But all those people and the police ...

ELIZABETH

He was terrified! He was wearing a  
suit and a tie ...

(CONTINUED)

40 CONTINUED:

40

MATTHEW

So what? He must have done some-  
thing ... or why would they all  
chase him?

The light changes. A RED AND YELLOW FLORIST'S TRUCK  
BEHIND THEM STARTS HONKING ITS HORN TO MAKE THEM GO.  
Matthew inches forward ... THERE'S A SCREECH OF BRAKES  
AROUND THE CORNER, A SCREAM, A SICKENING THUD ... METAL  
AND FLESH. Matthew enters the intersection, rolls on  
through, he and Elizabeth looking left down the block,  
catching just a glimpse of that CRAZED MAN now lying  
motionless in the street ... a crumpled fender ... HIS  
PURSUERS GATHERING IN A TIGHT CIRCLE AROUND HIM ... THE  
MOTORCYCLE COP REDIRECTING TRAFFIC ...

41 EXT. ACCIDENT SCENE - RUSH HOUR

41

THE MAN'S TWISTED BODY LIES ON THE PAVEMENT, HIS PUR-  
SUERS EMOTIONLESS, STONE-FACED, STARING DOWN AT HIM,  
THEY DON'T SEEM IN THE LEAST AFFECTED BY THE SIGHT OF  
ALL THAT BLOOD.

40 CONTINUED: (3)

40

ELIZABETH

He was terrified! He was wearing  
a suit and a tie...

MATTHEW

So what? He must have done something  
... or why would they all chase him?

The light changes. A RED AND YELLOW FLORIST'S TRUCK  
BEHIND THEM STARTS HONKING ITS HORN TO MAKE THEM GO.  
Matthew inches forward... THERE'S A SCREECH OF BRAKES  
AROUND THE CORNER, A SCREAM, A SICKENING THUD... METAL  
AND FLESH. Matthew enters the intersection, rolls on  
through, he and Elizabeth looking left down the block,  
catching just a glimpse of that CRAZED MAN now lying  
motionless in the street... a crumpled fender... HIS  
PURSUERS GATHERING IN A TIGHT CIRCLE AROUND HIM... THE  
MOTORCYCLE COP REDIRECTING TRAFFIC...

41 EXT. ACCIDENT SCENE - RUSH HOUR

41

THE MAN'S TWISTED BODY LIES ON THE PAVEMENT, HIS PUR-  
SUERS EMOTIONLESS, STONE-FACED, STARING DOWN AT HIM.  
THEY DON'T SEEM IN THE LEAST AFFECTED BY THE SIGHT OF  
ALL THAT BLOOD.

42 INT. SMALL BOOKSTORE - EVENING

42

A book party's in progress, the small establishment  
crowded with SAN FRANCISCANS sipping wine, nibbling  
cheese and talking each other's ears off. Matthew  
weaves his way through the congestion, Elizabeth  
following. He knows a lot of people here, squeezes  
through the crowd, collars A TALL THIN, GUY WITH  
DARK, WILD HAIR -- JACK BELLICEC.

MATTHEW

Bellicec!

BELLICEC

Matthew! Who are these people?  
Look at them...

MATTHEW

(urgently)

A phone... where's a phone?

BELLICEC

In the back...

(CONTINUED)

42 CONTINUED:

42

Matthew rushes off, Bellicec following, nosey, intrigued. Elizabeth's stopped at a table full of the book that's the excuse to bring everyone here tonight: a new soft cover psycho-therapeutic self-help volume called The Universe Inside You.

43 ON MATTHEW

43

behind a desk piled high with books, invoices, half-empty wine glasses, and pieces of warm cheese. He's already on the telephone, Bellicec near him, watching him. Matthew dumps the cheese into a waste basket.

MATTHEW

(frustrated)

But if you need any witnesses it wasn't the car's fault. The guy just darted everywhere. He jumped right on my windshield and a minute later we saw him lying in the road.

(pause)

Yes, okay. I'll hold, yes.

Matthew's getting nowhere. He opens one of the books, flips through it -- STRANGE PICTURES OF AMAZING INSECTS. Bellicec takes a seat... Elizabeth rejoins them, flipping through the book, trying to get a fix on it. Bellicec focuses his considerable intensity on her. He considers himself a major poetic force, a national resource.

BELLICEC

I'm Bellicec.

ELIZABETH

(lost in the book)

Thank you.

BELLICEC

You're?

ELIZABETH

Elizabeth Driscoll, I'm sorry.

BELLICEC

Sorry because you're with him?  
The Inspector?

(CONTINUED)

43 CONTINUED:

43

Matthew smiles, shakes his head at Bellicec, tries to deal with the phone call...

MATTHEW

One of your own motorcycles saw the thing happen. You have to have a report by now.

BELLICEC

(to Elizabeth)

You're reading Kibner? That's not even writing.

Bellicec makes you smile and suspect he may just be totally full of shit.

BELLICEC

(of the crowd)

Look at them. Look. What do you see? This is a literary gathering, and there's not one real writer present. Maybe one.

ELIZABETH

(looking around)

Who's that?

BELLICEC

(indignant)

Bellicec!

ELIZABETH

That's you?

BELLICEC

(scornful)

Everybody here writes for money. Save for me. I write heroic poetry. And it pays nothing in a world like this. How do you know the inspector here?

MATTHEW

Bellicec, go away.

ELIZABETH

We work together... I work in the Health Department Lab.

BELLICEC

Then you're the one!

(CONTINUED)

43 CONTINUED: (2)

43

ELIZABETH

What...?

BELLICEC

He almost revoked my license.  
That's how I met the bastard.  
He had his bacteriologist  
discover staphylococcus in my  
mud bath because he's out to  
save the world. But I applaud  
him for it! Destroyer and  
preserver, pragmatist and  
idealist! Who's he bothering  
now?

ELIZABETH

We saw a bad accident... he's  
talking to the police...

BELLICEC

(alarmed)

The police?

MATTHEW

(into phone)

My name? Sure... I work for the  
county...

BELLICEC

Never give them your name, man,  
never.

MATTHEW

(to Bellicec)

What?

BELLICEC

The cops. Never get on their  
Master List.

ELIZABETH

Which one's Kibner?

BELLICEC

That one. The one drawing flies.

Tonight's star attraction, DR. DAVID KIBNER, his BACK  
TO US, is busily signing copies of his new book. He's  
an attractive, engaging talker, about forty-five. The  
WOMEN won't leave him alone.

(CONTINUED)



43 CONTINUED: (3)

43

ELIZABETH

Excuse me.

She moves off into the crowd, toward Kibner. Matthew spells his name, gives the police his address, at home and at work.

BELLICEC

(disapproving)

You have embarked on a tragic course, Government Man, a divine comedy with Faustian undertones.

Elizabeth approaches Kibner, from behind. And the closer she gets, the more she becomes aware of the conversation he's having with a WOMAN IN HER THIRTIES, THEIR VOICES BLENDING ONTO THE TRACK, OVER ELIZABETH'S FACE... THE BACK OF KIBNER'S HEAD...

KIBNER

Katherine, I want to be supportive. But if Ted knew you knew he was projecting...

KATHERINE

(upset)

I don't think he is. I don't think he tries to care anymore...

KIBNER

It had to be Ted...

KATHERINE

(overheard)

It wasn't. It was someone who just looks like him.

KIBNER

Really, Katherine, you're approaching this irrationally. Why are you doing that?

KATHERINE

Listen to me: I've been waiting for today, until he got a haircut. There's a little scar on the back of his neck. You can't see it when his hair is long. Today he got it cut.

ELIZABETH

(suddenly)

And the scar's gone?

(CONTINUED)

43 CONTINUED: (4)

43

Kibner turns around. Katherine looks at her.

KATHERINE  
(exasperated)  
No. It's still there...

44 ON MATTHEW AND BELLICEC

44

Matthew hanging the phone up, frustrated. Bellicec's picked a novel up off the desk, finding the parts he likes.

BELLICEC  
Jack London. Who's writing like this anymore? No one! No passion, no fire, no balls!  
(of the other books)  
Horseshit. All of it. The walls piled high with horseshit! Where's Homer? Where's Kazantzakis?

45 A COMMOTION

45

ELIZABETH IN THE THICK OF IT... Katherine Hendley, really upset now... a few friends trying to calm her... Kibner shaking his head, helpless, backing away prudently as she yells at him...

KATHERINE  
Don't tell me about my own husband, for Christ sake!

KIBNER  
Katherine, really, I'm sorry...

KATHERINE  
I don't want sympathy. I want you to understand: he has changed. I can't talk to him! He's not the man I married!

Quite a few people nearby overhear this... Elizabeth looks back at Matthew. Across the store a MAN turns around, shifts his gaze to the commotion, somehow sensing its occurrence. He walks that way at once... takes Katherine's arm. He's TED, her husband, a little older than she is, distinguished looking, a little stuffy.

(CONTINUED)

45 CONTINUED:

45

TED

(flatly)

That's enough, Katherine. You're making a scene.

KATHERINE

(to the others)

Look at him. See for yourselves.

Everyone is terribly uneasy, embarrassed. Ted takes her arm forcefully. She pulls away. People are staring at her -- UNSYMPATHETIC FACES. Katherine turns, starts to rush out of the bookstore! Elizabeth goes right after her.

ELIZABETH

Please... I have to talk to you...

KATHERINE

Leave me alone!

ELIZABETH

The same thing happened to me.  
I have to talk to you... please,  
I understand...

Her husband catches up, his stare chilling. Elizabeth backs off.

ELIZABETH

(to Katherine)

My name's Elizabeth Driscoll. I work at the County Health Department ... please call me...

Ted leads his poor wife away, Katherine looking back at her friends, desperate for understanding. Matthew gets up, leaves Bellicec, buttonholes Kibner.

MATTHEW

David, can I speak to you?

KIBNER

(surprised)

Matthew! Of course...

MATTHEW

What is it? What's wrong with Katherine Hendley?

(CONTINUED)

45 CONTINUED: (2)

45

KIBNER

Oh, I don't know... nothing all that serious.

MATTHEW

I heard a lady, a Chinese lady, say sort of the same thing today.

Elizabeth joins them, almost too shaken to speak...

KIBNER

That someone is not the someone they're supposed to be? I'm not surprised.

Bellicec has worked his way over, pokes his nose in. Matthew looks quickly at Elizabeth. Does she want to go public with her own convictions?

KIBNER

Somebody's going to write a book on the subject and make him or herself a ton.

MATTHEW

What do you mean?

ELIZABETH

She's gone. He took her.

KIBNER

That it's going around. That it's getting popular.

BELLICEC

What's popular? Who wrote it?

KIBNER

Nobody wants to stay involved in a relationship anymore, really involved, tough it out. Everybody's looking for an easy way out. We're great imitative animals. Remember when we all used to care? Used to try?

BELLICEC

(proud)

Not all of us have changed?

(CONTINUED)

45 CONTINUED: (3)

45

KIBNER

(ignoring Bellicec)

So what's the easiest way out?  
Decide the other person's at  
fault, and, snap, it's out of  
your hands. It's a subconscious  
defense mechanism...

ELIZABETH

I'm sorry, Dr. Kibner, but that's  
preposterous, it is.

KIBNER

What it is, is a brilliant idea.  
And I wish to hell it was mine.

MATTHEW

Look, David, is there somewhere  
we could go, to talk?

KIBNER

What, now?

46 INT. PERRY'S - NIGHT

46

A crowded neighborhood restaurant right across the  
street from the bookstore. Matthew and Elizabeth are  
sitting with Bellicec and Kibner, conversation virtu-  
ally running right over from the last scene...

ELIZABETH

(agitated)

It just cannot be a coincidence!  
Geoffrey and that girl tonight...  
Katherine...

MATTHEW

And the lady I heard it from --  
she's in Chinatown and she must  
be 75...

KIBNER

So what? You don't have to be  
white and under forty to get  
depressed. Elizabeth, trust me:  
it is not an unusual feeling.  
It's habituation.

BELLICEC

What's habituation?

(CONTINUED)

KIBNER

Boredom. Doubt.

Matthew examines his food before he eats it, always so cautious. Bellicec, on the other hand, eats off other people's plates, takes an abandoned dish of french fries from an adjoining table, chews on them. Elizabeth is too unnerved to eat anything. She's just having a lot more wine.

BELLICEC

The solution is not a weasly, pathetic questioning of the self. It's an assertion of self! All this Freudian bullshit...

KIBNER

This isn't Freudian, Bellicec.

BELLICEC

Post-Freudian...

KIBNER

It's something else entirely.

BELLICEC

Whatever.

KIBNER

What I want to know, Bellicec, is when the hell are we going to hear some of this colossal epic narrative masterpiece you've been cranking out for, what, two years now is it? How time flies when you're having fun.

BELLICEC

A great poet doesn't parade his own art in front of an audience or up on a stage, my dear Kibner. Other people do it for him.

ELIZABETH

I can't listen to much more of this, I'm sorry.

BELLICEC

Why are you always sorry?

MATTHEW

Lay off, okay?

(CONTINUED)

46 CONTINUED: (2)

46

KIBNER

(helpfully)

We play tricks on ourselves all the time. We manufacture reality every day of our lives, Elizabeth.

Silence. Kibner takes a big bite of his hamburger.

KIBNER

Still, this is the goddamn strangest kind of contagious neurosis I've ever run into. Too many people saying virtually the same thing.

MATTHEW

Now wait a minute -- now you're admitting it does bother you?

Kibner steals one of Bellicec's stolen French fries.

KIBNER

Well, in a way, I can't explain it. I know all the fashionable labels, but you know what I'd say off the record about any one of these cases? If it weren't absolutely impossible?

ELIZABETH

What?

KIBNER

I'd say there was no delusion at all. Because most of the people aren't that neurotic. As much as I'd enjoy it, Elizabeth, my guess is you don't belong in my office either.

MATTHEW

So what are you saying?

KIBNER

That the problem could be external.

MATTHEW

You mean real?

KIBNER

You didn't hear that from me.

Silence.

(CONTINUED)

49 CONTINUED:

49

GEOFFREY

The book party.

MATTHEW

A lot of people, a lot of books,  
a lot of wine.

An awkward pause.

ELIZABETH

(of the flower)

Thank you, Geoffrey... it's  
beautiful.

GEOFFREY

Do you like it? It took me a week  
to find a place that sold them.

Geoffrey smiles at Elizabeth. Matthew feels suddenly  
foolish standing there between them.

MATTHEW

Well... I'll be going.

GEOFFREY

I'd offer a beer, but...

MATTHEW

No, no. I have to run.

THE TELEPHONE RINGS! Geoffrey steps back into the den  
to get it.

GEOFFREY

Excuse me.

He answers the phone, talks in hushed tones. Matthew  
turns to go. Elizabeth puts a finger to her lips for  
silence, opens the door, steps outside...

50 EXT. ELIZABETH'S HOUSE - NIGHT

50

Elizabeth appears on the dark porch, Matthew follow-  
ing.

ELIZABETH

Well?

(CONTINUED)



50 CONTINUED:

50

MATTHEW

It's him. The same. He looks like Geoffrey Powell, he talks like Geoffrey Powell...

She leans back against the house, wrapping her arms around herself.

MATTHEW

I don't expect you to suddenly agree that this has all been a mistake just because Kibner says so. Are you listening to me? I can never tell.

ELIZABETH

I'm trying.

MATTHEW

That's better.

Silence. Their faces are only inches apart...

ELIZABETH

We better break this up or he'll start wondering.

MATTHEW

Wondering what?

ELIZABETH

(pulling away)

Wondering if I don't suspect.

She straightens the knot on his tie -- a small, affectionate gesture, spontaneous, pleasing and embarrassing both of them. She kisses him on the cheek, goes back to the door before he can react...

ELIZABETH

I'm okay. I don't want you to worry about me anymore. Good night.

She goes inside. Matthew stands there a moment, off balance, looking at the door to Elizabeth's house. He has no choice but to walk down those stairs and leave her with Geoffrey.

46 CONTINUED: (3)

46

JACK

All the help any of us needs is  
a hot mudbath. Drive the impurities  
out of your temple with earth and  
water and fire!

47 EXT. GEOFFREY'S STREET - NIGHT

47

Matthew's car pulls to the curb near Geoffrey's  
Victorian.

48 INT. CITY CAR - NIGHT

48

Elizabeth looks up toward the house. Silence. Matthew  
watches her, neither one of them all that anxious to  
get out of the car. A NERVOUS SIREN PULSES SOMEWHERE  
NOT TOO FAR AWAY. The silence.

MATTHEW

What'd you think?

ELIZABETH

I don't know. I'm confused. And  
I'm scared.

MATTHEW

What the hell have we come to if  
Elizabeth Driscoll is scared?

She looks at him. There are tears in her eyes.

MATTHEW

We all better be scared, I guess.

ELIZABETH

Thank you, Matthew, for everything.  
I mean it.

MATTHEW

I'll walk you up.

ELIZABETH

No, you don't have to. I'm okay.  
I'm sure Dr. Kibner's right.

MATTHEW

Well, I'm not. I want to see this  
new Geoffrey in the flesh.

49 INT. GEOFFREY'S HOUSE - NIGHT

49

Elizabeth unlocks the back door, precedes Matthew into a laundry area off the kitchen. The house is so quiet.

ELIZABETH

Geoffrey?

MATTHEW

(low)

Maybe he's not home yet.

There's a plant on the kitchen table, a ribbon and card attached. Elizabeth reads the note. THE PLANT HAS ONE OF THOSE LITTLE BLOSSOMS...

MATTHEW

From Geoffrey?

ELIZABETH

That's nice. The one I gave him was destroyed. He remembered... Sweet of him...

GEOFFREY (O.S.)

Hello.

They turn quickly! Geoffrey is standing in shadow in the den. He's still wearing a tie. He resents Matthew, and he makes no effort to hide it.

MATTHEW

Hello, Geoffrey.

GEOFFREY

Matthew. What brings you up here?

ELIZABETH

I did. Matthew took me to a book party.

MATTHEW

We saw an accident on the way. A man was killed.

GEOFFREY

Killed?

(a pause)

How was it?

MATTHEW

(confused)

What, the accident?

(CONTINUED)

51 INT. BELLICEC BATHS - NIGHT

51

The reception area. Bellicec comes in from the street, in a foul mood. His wife, NANCY, is behind the front desk, making an entry in the books, holding an armload of dirty towels. She brightens when she sees her poet, the light of her life.

NANCY

Hey, hi. How was it?

BELLICEC

Terrible...

THE PHONE STARTS RINGING.

NANCY

Did you get to read your new passages?

He just goes right on through into the baths, leaving Nancy to answer the telephone, hold all her towels, juggle the books.

NANCY

Bellicec Baths, good evening.

Thank you for thinking of us.

(listens)

We recommend a ten-minute soak in pure white Calistoga volcanic ash and heated mineral water, followed by a relaxing Aqua-Surge whirlpool dip...

52 INT. MUD BATH ROOM - NIGHT

52

TWO MEN sit submerged to their necks in steaming sunken tubs of mud, one fellow reading a book. It's a small-time operation, a family business in fact. Bellicec walks through.

One of the bathers begins to rise, lifts himself from the slop like some hideous, primordial creature. He looks around for a towel... but there is none.

MUD MAN

Hey, you, where's my towel?

Bellicec totally ignores him. The other bather, a small man with a moustache, observes the Mud Man surreptitiously over the top of his book -- Velikovsky's "Worlds in Collision."

(CONTINUED)

52 CONTINUED:

52

Bellicec heads on through a pair of swinging doors into one of several rooms marked "Massage Booth - Private." Nancy hurries in from the office, her arms laden with dirty wet towels. She's overworked, flustered. She sees her naked, mud-caked customer waddling about...

MUD MAN

Hey, you, gimme a towel, for Christ'sakes. I've been in there over an hour.

NANCY

These are dirty...

MUD MAN

So am I.

Nancy gives him the cleanest of the lot. The little moustachioed bather watches all this.

53 INT. MASSAGE BOOTH - NIGHT

53

Nancy's giving the Mud Man a massage, working against impossible odds, his huge back layered with slabs of fat.

NANCY

... Jack is working away on his masterpiece and since it's a monument to melancholy joy and a tribute to Nietzsche, it takes a lot out of him. It asks, 'Where are our modern heroes?' Sometimes he has to soak in the mud for three hours straight before he can rekindle his vital or creative impulses -- his elan vital he calls them, right?

The Mud Man is almost asleep, hearing none of this.

54 AN HOUR LATER

54

Nancy's saying good night to her last customer, that odd little moustachioed man. He has his book tucked under his arm, tapping it.

(CONTINUED)

54 CONTINUED:

54

SMALL BATHER

This is must reading, Mrs. Bellicec,  
like history, I swear. Everything  
repeats itself.

NANCY

That's a cosmic thought, Mr. Gianni.  
The whole universe is like one  
vicious circle, I know. Bergson  
said that 'the animal takes its  
stand on the plant, man best rides  
animality, and the whole of humanity,  
in space and time, is one army  
galloping beside and before and  
behind each of us in an overwhelming  
charge, able to beat down every  
resistance and clear the most  
formidable obstacles, perhaps even  
death.' And Jack agrees.

SMALL BATHER

You're so smart. And so young.  
(a wink)  
If you ever want to leave that  
husband of yours...

NANCY

Good night, Mr. Gianni.

He goes out, and Nancy locks the door behind him, leans  
on it, dead on her feet after a typically hectic day  
running this place with little or no help from Belli-  
cec. She turns off the room light...

... and WE FOLLOW HER into the mud baths where she  
picks up a few more towels, turns off a circulating  
pump. IT'S SO PEACEFUL IN HERE... THE SOUND OF TRICK-  
LING WATER... A BUBBLE OR TWO RISING FROM THE TUBS.  
Nancy goes on into the massage booth where Bellicec  
disappeared some time ago...

55 INT. MASSAGE BOOTH - NIGHT

55

She fumbles around in the dark.

NANCY

Jack? Are you in here? Are you  
awake?

(CONTINUED)

55 CONTINUED:

55

Nancy finds a pull chain, turns on an overhead bulb... Bellicec lies flat on his back on the massage table, draped head-to-foot in a rubberized sheet.

NANCY

Jack? I don't want to disturb you or anything, honey, if you're thinking, I mean, but I just thought maybe we could go out and get some Chinese food or something because I haven't had a chance to eat all day yet.

No response. Nancy takes the rubberized sheet at one corner, starts to pull it off her husband...

NANCY

. . . You poor guy, you'll suffocate...

... ONLY IT'S NOT HER HUSBAND! IT'S SOME SORT OF HIDEOUS BODY, A PALE FORM THE SIZE OF A MAN, WRINKLED, HORRIFIC, THE SHEET DRAGGING ITS HAND OFF THE TABLE, ITS FINGERS... WEBBED!

Nancy opens her mouth to scream, but no sound will come out. She stumbles backward, knocking things over, setting the overhead bulb swinging as she stumbles into a ratty old armchair where...

... BELLICEC IS SLUMPED! HE WAKES UP WITH A START, JUMPS UP, CATCHES HER ELBOW SQUARE IN THE NOSE! WHAT THE HELL'S HAPPENING? THE ROOM IS ROCKING, SHADOWS SWINGING ALL AROUND HIM... THAT BODY ON THE TABLE... HIS NOSE BLEEDING...

56 INT. GEOFFREY'S HOUSE - NIGHT

56

Elizabeth stands at the kitchen sink in her bathrobe now, emptying a glass of water in one last, long swallow. The glass falls out of her hand, breaks in the sink. She braces herself on the sink top, weak. She looks down at the broken glass, jagged pieces float in a plastic dish basin full of soapy water. ELIZABETH'S LIPS ARE SO DRY... SHE REACHES DOWN REFLEXIVELY, INTO THE DIRTY WATER, AND WITHOUT A SECOND THOUGHT, SCOOPS UP A HANDFUL, MOISTENING HER LIPS...

GEOFFREY (O.S.)

Elizabeth.

(CONTINUED)

56 CONTINUED:

56

She turns around. Geoffrey stands there in the kitchen doorway, regarding her sternly. She swallows with enormous difficulty...

GEOFFREY

I think you better go to sleep,  
Elizabeth.

ELIZABETH

(weak)

That flower... it looks bigger...

Indeed it does. AND SO DOES THE POD BENEATH IT.

57 INT. BELLICEC BATHS - NIGHT

57

A KNOCKING ON THE DOOR. Bellicec hurries to answer it. He looks terrible, his hair messed up, cotton in one nostril. He throws a big dead-bolt open, pulls the door open, REVEALING...

... Matthew Bennell standing there on the sidewalk, perplexed. Nancy appears behind Bellicec.

NANCY

Come in! Come on quickly before  
somebody sees you.

MATTHEW

What is it?

Bellicec grabs Matthew's shoulder from behind.

BELLICEC

Just a second. Listen, Matthew,  
there are certain things a guy  
like you has to report when he  
runs into them, right?

MATTHEW

What happened to your nose?

BELLICEC

Listen to me: I mean you're  
legally obligated to, for what,  
health code reasons, sanitary  
conditions... you're always  
shutting people down...

(CONTINUED)



57 CONTINUED:

57

MATTHEW

Get to the point.

BELLICEC

Like a contagious disease maybe  
... or a dead body in a place of  
business. What I'm saying is I  
called you as a friend. You know  
what I mean?

NANCY

This way... I thought it was Jack.  
I mean I started talking to it  
before I realized it was dead.

MATTHEW

You mean it looks like him?

Bellicec steps past Matthew. Matthew looks at Nancy.  
She is terrified.

57A CLOSE ON THE MASSAGE BOOTH DOORS

57A

Bellicec pushes them open. The light is out in here  
again. Matthew approaches. Bellicec flicks on the  
overhead bulb. The sheet has been pulled back up  
over the body on the table, and the whole feel of the  
scene suddenly gives Matthew a chill. He stands in  
the doorway, Nancy behind him. Bellicec's at the  
table, afraid even to touch the rubber shroud.

MATTHEW

What, under there?

BELLICEC

Yeah, under here.

MATTHEW

What exactly is it?

BELLICEC

You tell me: you're the man of  
science.

Matthew comes forward. Bellicec backs away a few feet  
as Matthew lifts just the edge of the shroud, looks  
under it. His face screws up in disgust.

(CONTINUED)

57A CONTINUED:

57A

MATTHEW

What...? Hey, if this is a joke,  
Bellicec, it isn't very funny.

BELLICEC

It's no joke, man.

Nancy won't budge from the doorway. Matthew lifts  
the shroud a little higher, looks under it a little  
farther.

BELLICEC

(impatiently)

What the hell is it?

MATTHEW

It looks like a floater...

Bellicec snaps, reaches for the sheet, yanks it off!

BELLICEC

THIS GUY DID NOT DROWN!

Nancy looks away. Matthew can't -- he's never seen  
anything like it...

UNDER A MERCILESS GLARE FROM THAT OVERHEAD BULB, THE  
THING IS CHILLING, FRIGHTENING TO BEHOLD, ITS HAIRLESS  
SKIN MILKY-WHITE, WRINKLED, YET FOGGED SOMEHOW WITH A  
GREENISH CAST LIKE A PEELED GRAPE...

MATTHEW

Who is he?

NANCY

(from the door)

It's a spaceman.

Matthew turns toward Nancy, sees her terror.

MATTHEW

Take it easy, okay? Both of you.

He's fascinated now, hooked, looking into the convo-  
luted face of something so wholly impossible it chal-  
lenges everything he knows.

MATTHEW

It's not a floater, is it?

(CONTINUED)

57A CONTINUED: (2)

57A

BELLICEC

No. Take a good close look.

Matthew moves slowly around the table, studying the corpse from several angles.

BELLICEC

I don't want to tell you what I think I see. You find it yourself. If it's there. And if it isn't...  
(a look to Nancy)  
... we're imagining things.

MATTHEW

How the hell did it get in here?

BELLICEC

It didn't walk. All I know is I got tired, exhausted, all of a sudden, so I came in here to rest, in that chair. Two hours later Nancy's in here screaming, the light is swinging around, and that thing is on my massage table.

MATTHEW

None of your customers saw it?

NANCY

No.

BELLICEC

That's all we'd need. It'd ruin us...

MATTHEW

And that's why you didn't call the police?

BELLICEC

Hey, you're the guy always calling the cops. What the hell for anyway? This thing isn't a crime. It's a monster...

NANCY

Stop using that word! Stop it!

Bellicec feels cornered, paranoid. He has to sit down again, hit again with that dizziness. Nancy rushes to his side.

(CONTINUED)

57A CONTINUED: (3)

57A

BELLICEC

I'm okay, shit... I just might  
throw up...

NANCY

(fast)

I want to call the police.

MATTHEW

No, don't. Not yet.

NANCY

Why?

MATTHEW

Because he's right. There is  
something really strange about  
this...

Matthew lifts an "arm" from the table -- THE ELBOW  
JOINT IS FLEXIBLE, FULLY ARTICULATED. THERE ARE HANDS,  
FINGERS, THE FLESH TRANSLUCENT, A SKELETAL STRUCTURE  
VISIBLE AN INCH BENEATH THE TISSUE SURFACE?

MATTHEW

It looks... unused. Is that what  
you mean?

BELLICEC

That's what I mean.

MATTHEW

It's not immature exactly. It's  
an adult face... but it looks  
vague.

BELLICEC

It has lips, a nose, eyes, skin,  
the works. But no details, no  
character. It's unformed.

NANCY

I don't know how you can touch it.  
You don't even know where it's been.

BELLICEC

I thought you said it was from  
another planet.

(CONTINUED)

57A CONTINUED: (4)

57A

MATTHEW

The heart's not beating. At least  
I don't think it is. If I had a  
stethoscope or something...

BELLICEC

The son-of-a-bitch is waiting for  
the final impression to be stamped  
on.

NANCY

Impression of what?

Matthew looks at the creature's hands, spreads the  
fingers... WEBBING! FRAGILE TRANSLUCENT MEMBRANES  
LINK THE DIGITS, ALREADY BEGINNING TO TEAR APART,

MATTHEW

Just like a fetus... and no  
fingerprints...

BELLICEC

(coming closer)

Like a what? You said it was an  
adult.

MATTHEW

I did, I know... because it's so  
tall.

Matthew looks at Bellicec, head to foot.

MATTHEW

How tall are you?

BELLICEC

Six-three.

MATTHEW

And what'd you weigh?

Bellicec looks at the body on the table.

BELLICEC

One eighty-five... Why?

NANCY

(realizing)

No... no... don't say that...

(CONTINUED)

57A CONTINUED: (5)

57A

Matthew just goes to a wall phone, starts dialing.

BELLICEC

Who're you calling?

MATTHEW

Elizabeth.

BELLICEC

Why? What for?

The poor Bellicecs look at each other. He picks the sheet up, drapes it over the body, looking away as he does so, his heroic stomach turning.

MATTHEW

Come on, come on, answer.

58 INT. GEOFFREY'S HOUSE - NIGHT

58

THE PHONE IS RINGING BY HER BED. THE ROOM IS DARK. ELIZABETH LIES ON TOP OF THE COVERS IN HER ROBE, BARELY CONSCIOUS. She knows the PHONE is RINGING, forces her arm toward it, knocks the receiver off. She gets it to the bed, drops it near her pillow...

MATTHEW (V.O.)

Elizabeth? What happened? It's Matthew. Elizabeth? Are you there?

ELIZABETH

So dry... Matthew? Hello...

MATTHEW (V.O.)

What? Elizabeth, what's going on?

... A MAN'S HAND COMES INTO FRAME, OUT OF THE DARKNESS! IT PICKS THE RECEIVER UP OFF THE BED, QUIETLY HANGS IT UP.

GEOFFREY. He waits a moment, then picks the receiver up again, sets it on the nightstand. DIAL TONE... THE LINE IS TIED UP NOW.

59 INT. BELLICEC BATHS - NIGHT

59

Matthew redials... BUSY.

(CONTINUED)

59 CONTINUED:

59

He doesn't know what the hell to do next. The body is on the table behind him. Bellicec is just sitting in that chair again, drained of all his strength, white as a ghost.

BELLICEC

I'm so thirsty.

MATTHEW

You're what?

BELLICEC

Get me some water, somebody, please...

Matthew hangs up the phone.

MATTHEW

Look, Nancy, call David Kibner. Get him over here.

NANCY

Kibner? Why?

MATTHEW

Just do it!

NANCY

Where're you going?

MATTHEW

To get Elizabeth.

NANCY

(frightened for  
Bellicec)

Matthew, he looks sick...

MATTHEW

Kibner will know what to do. I'll be right back. And keep him awake.

He's already almost out the door when he says it, gone a second later. Nancy gets up...

NANCY

I'll get you some water.

(CONTINUED)

59 CONTINUED:

59

BELLICEC

Get me a beer.

NANCY

I'll get you some coffee.

60 EXT. SAN FRANCISCO STREET - NIGHT

60

Matthew's car speeds along... past ANOTHER OF THOSE  
RED-AND-YELLOW FLORIST'S TRUCKS...

61 INT. MATTHEW'S CAR - NIGHT

61

He drives fiercely, gnawing on his lip, downshifting  
as he takes a corner at high speed. It's late... too  
late?

62 INT. BELLICEC BATHS - NIGHT

62

THE BODY LIES SHROUDED IN THE F.G. OF THE SHOT, MAS-  
SIVE, BELLICEC in his chair, finishing a glass of ice  
water, taking a cube out of the glass.

Nancy watches him from the other side of the room,  
pushed into a corner, hugging herself. Bellicec runs  
the ice cube on his neck, his forehead... he pops it  
into his mouth, chews it. He closes his eyes, leans  
back, opens them...

Nancy looks back at that body. She screws up her  
courage, starts to cross toward the massage table...

BELLICEC

Leave it alone... wait for  
Kibner.

But Nancy lifts a corner of the sheet, looks down at  
the face of the creature, drawn to it, straining to  
make some kind of sense out of those macabre features.  
She pulls the sheet down to its waist, touches its arm  
with just the tip of her finger, pulls back, looks at  
her husband.

CLOSE ON BELLICEC'S EYES... SHUTTING...

(CONTINUED)



62 CONTINUED:

62

Nancy looks back at the creature as, behind her, Bellicec closes his eyes, gives in to fatigue... AND THE CREATURE'S EYES OPEN! STRANDS OF MUCOUS STRETCHING FROM THE UPPER LID TO THE LOWER. THE BLUE IRISES STARE RIGHT INTO NANCY'S FACE A SCANT FOOT AWAY. SHE SCREAMS!

Bellicec sits bolt upright, his eyes opening wide. AND THE EYES ON THE BILLIARD TABLE CLOSE AGAIN... in response? Bellicec jumps to his feet.

BELLICEC

What? What? What now?

But Nancy's speechless, backing away, backing right into Bellicec as he comes forward.

NANCY

Eyes... eyes...

BELLICEC RUSHES TO THE BODY.

BELICEC

The eyes? What about the eyes?

Bellicec bends over the table -- TRANSLUCENT FILAMENTS SUDDENLY RISE FROM THE CREATURE'S SKIN, CHARGED WITH STATIC ELECTRICITY... THEY LOOP THEMSELVES RIGHT AROUND BELLICEC'S WRIST LIKE COBWEBS... AND THEN IT HAPPENS -- A NOSE BLEED, A RIVULET OF DEEP RED-BLACK BLOOD FLOWS FROM THE CREATURE'S NOSE, JUST LIKE BELLICEC'S, THE SAME NOSTRIL!

Nancy picks up the telephone... dials...

NANCY

Operator!

Bellicec backs away from the table, revulsed, his equilibrium shot to hell.

BELICEC

It's bleeding!

Nancy sets the phone down, hurries to support him. He pulls her toward the door...

NANCY

The phone...

(CONTINUED)

62 CONTINUED: (2)

62

BELLICEC

Screw the phone!

And they careen together out of the massage booth, those swinging doors shutting after them, leaving THE BODY BEHIND. They run through the mud bath room, through the office, opening the front door to the street... DAVID KIBNER! STANDING RIGHT THERE, MAKING NANCY SCREAM!

63 EXT. GEOFFREY'S HOUSE - NIGHT

63

Matthew bounds up the stairs to the front door. Out of breath, he RINGS THE DOORBELL, waits, RINGS IT AGAIN. No answer. He steps back, looks up at the house...

... A SILHOUETTE MOVES AWAY FROM THE BEDROOM WINDOW, DUCKING BACK OMINOUSLY FROM MATTHEW'S VIEW. BUT HE SAW IT.

Matthew stands there a second, stunned. He turns, walks away, down the stairs. But halfway down, in the shadow of a large tree, Matthew suddenly moves off the steps, vanishes...

... reappears seconds later up alongside Geoffrey's house. He edges along the foundation until he has a vantage into the living room.

JUST YARDS AWAY HE CAN SEE GEOFFREY POWELL ENTERING THE ROOM, CARRYING IN THAT PORTABLE TV WE LAST SAW IN THE BEDROOM. GEOFFREY PLUGS IT IN, TURNS IT ON, SITS IN FRONT OF IT. PUTS ON HIS EARPHONES, AT ONCE ENGROSSED. MATTHEW CAN'T HEAR ANY AUDIO. SO HE SHIFTS HIS ANGLE SLIGHTLY...

... THE TV SCREEN: ALL NEWS, RENDERED IN COMPUTER PRINTOUTS, BLINKING ACROSS THE SCREEN, REPORTING TEMPERATURES AND RAINFALL ACROSS CALIFORNIA. GEOFFREY IS ABSOLUTELY MESMERIZED BY IT.

64 EXT. GEOFFREY'S HOUSE - BACK DOOR - NIGHT

64

Matthew climbs quietly up onto the back porch. He's right at the door, looking in through a glass panel onto the small laundry area. The empty kitchen lies beyond. He tries the doorknob -- locked.

The laundry area. A window over the washing machine is up a few inches. A hand pries off the screen -- Matthew's hand. He forces the window up, boosts himself into the house, snaking inside, his hands down onto the washing machine for support. He loses his balance, slips onto the dryer! He freezes. Silence.

Matthew eases himself up again, completely inside, starts to step down onto the floor. Dirty laundry is piled high in front of him, right in his way. He steps down into it... his foot hits something. He kicks a big towel away...

... ELIZABETH! SHE LIES CURLED IN THE HEAP OF SHEETS AND TOWELS, HER EYES CLOSED...

Matthew braces himself on the wall. He pulls a towel away for a better look... the light back here is maddeningly poor... Elizabeth seems naked. He touches her face... it's not her face... it's ANOTHER ONE OF THOSE CREATURES, THIS ONE FURTHER ALONG, ITS FEATURES SHOCKINGLY LIKE ELIZABETH'S AND YET SOMEHOW NOTHING LIKE HER AT ALL... THE COLORATION, FOR ONE THING, ALL WRONG...

Matthew backs into the kitchen, realizes he can't just go blundering around this place. Geoffrey is out there in the living room. Matthew CAN SEE HIM, STILL JUST SITTING IN FRONT OF THAT COMPUTERIZED NEWS STATION, GAPING AT IT, HIS EMPTY EXPRESSION MORE THREATENING THAN THE MUZZLE OF A FORTY-FIVE...

Matthew walks softly on through the kitchen, the linoleum impossibly SQUEAKY UNDERFOOT. Into the dining room, into the living room, his heartbeat suspending as he passes only YARDS BEHIND GEOFFREY AND HIS EARPHONES.

Matthew ascends the stairs, his BREATHING AUDIBLE, IRREGULAR. He stops at the bedroom door, slowly turns the knob, swings the door open...

ELIZABETH LIES SOUND ASLEEP IN THE SOFT MOONLIGHT. Matthew enters, closes the door carefully behind himself, crosses like a phantom to her bedside. She looks miraculously pure, untouched, vulnerable. This is madness... her lips are so dry...

MATTHEW

(quietly)

Elizabeth!

(CONTINUED)

65 CONTINUED:

65

Nothing.

MATTHEW

Elizabeth...

He reaches out, touches her shoulder, but still she doesn't stir. THE HALL DOOR BEGINS TO OPEN BEHIND MATTHEW! He reels backward, just manages to hide himself alongside a tall armoire as...

... GEOFFREY ENTERS THE BEDROOM, FLIPS ON A SMALL BEDSIDE LAMP, RUDELY EXAMINES ELIZABETH'S FACE, FEELS FOR A HEARTBEAT.

The lamp glow hits Matthew, forces him back further into the armoire's shadow. He watches Geoffrey lift one of Elizabeth's eyelids, study the pupil for a moment, then switch off the bedside lamp and exit, walking out a foot past Matthew in the dark, closing the door behind him.

Matthew acts swiftly now, going to the door, opening it a crack to verify that Geoffrey is, in fact, descending into the living room.

Matthew returns to Elizabeth, lifts her from the bed. She moves her head, tries to say something... a moan ... but he covers her mouth with his hand, carries her out of the bedroom, boldly down the staircase, past the living room where Geoffrey again sits before that TV. Matthew opens the front door -- it SQUEAKS! Geoffrey doesn't hear it. Matthew carries Elizabeth out into the night.

66 INT. CITY CAR - NIGHT

66

He drives, that fractured windshield before his face, Elizabeth's drowsy form in the seat next to him. He's trying to rouse her as he speeds around corners, the windows open, crisp night air blowing her hair about. She opens her eyes...

67 EXT. BELLICEC BATHS - NIGHT

67

Matthew brakes at the curb in front of the mud baths. He gets out, helps Elizabeth from the passenger side. HEADLIGHT BEAMS BURST ON, TRAP THEM IN A FLOOD OF ILLUMINATION!

(CONTINUED)

67

CONTINUED:

67

A SEDAN... PARKED IN THE ALLEY... NOW ITS LIGHTS GO OUT. Bellicec climbs from the passenger side, Kibner from the driver's seat...

BELLICEC

It's gone...

MATTHEW

What's gone?

BELLICEC

The body opened its eyes and it started bleeding like my nose and now it's gone.

Nancy gets out of the back seat of Kibner's car.

MATTHEW

I found another one -- in Elizabeth's house, coming to life when I touched it. It... was... Elizabeth.

ELIZABETH

I'm so tired...

MATTHEW

She was in bed.

KIBNER

Well, I guess that makes sense, doesn't it?

(to Elizabeth)

Let me have a look at you. Let's go inside.

NANCY

I don't want to go back in there...

68

INT. MESSAGE BOOTH - NIGHT

68

Matthew stands there regarding the empty table, baffled. He peers under it, feels like a fool. Bellicec is peeking in.

MATTHEW

Where the hell is it?!

(CONTINUED)

BELLICEC

I don't know!

Kibner appears in the doorway.

KIBNER

It looked like a 'spaceman' to you, too, did it?

MATTHEW

Look, somebody is playing games...

KIBNER

Rough ones. There's a blood stain on the table.

So there is... dried.

MATTHEW

How long were you outside before it disappeared?

BELLICEC

What, two minutes? And the place was locked up tight as a drum except for the front door and we were standing right there all the while.

MATTHEW

Then it's still in here. It has to be...

Matthew leaves the massage booth, starts checking changing rooms off the mud baths. Kibner and Bellicec join him, Bellicec grabbing a broom, probing around in the mud with it. Kibner watches them both with amazement.

KIBNER

Did it have a pulse? A heartbeat?

BELLICEC

(rolling up his sleeves)

With no circulation, it opened its eyes!

MATTHEW

You actually saw that?

(CONTINUED)

68 CONTINUED: (2)

68

BELLICEC

(dipping his arms  
into the mud,  
exploring)

Nancy did... I saw it bleed. And  
there were these tendrils that  
touched me... Jesus! There's  
something in here!

Matthew rushes over. Bellicec's on his knees, his arm  
into the mud almost up to his shoulder. He pulls out  
something long and slick and disgusting.

MATTHEW

What is it? What the hell...

BELLICEC

Shit! Just a towel.

KIBNER

Gentlemen...

BELLICEC

Nancy lost a guy in here once,  
an old guy. He had a heart attack  
and sank.

KIBNER

Gentlemen, it is getting late.  
Face it, Bellicec, you have some  
friends who enjoy practical jokes...

BELLICEC

(paranoid)

I don't have any friends.

KIBNER

(starting to get  
annoyed himself)

Then some enemies.

Bellicec and Kibner stare at each other.

MATTHEW

There!

An open window... just two inches up off the sill, but  
unlocked. Matthew opens it all the way...

69 EXT. BELLICEC ALLEY - NIGHT

69

Matthew sticks his head out. The alley leads one way toward the street, the other way past trash containers to more alleys, dark and forbidding...

70 INT. BELLICEC ALLEY - NIGHT

70

Matthew pulls back into the room, looks at Bellicec.

MATTHEW

'Tight as a drum,' huh?

BELLICEC

It was supposed to be!

Matthew walks out of the bath house, into the office...

BELLICEC

(after him)

SO WHO TOOK IT?! AND WHAT THE  
HELL WAS IT?!

71 INT. BELLICEC OFFICE - NIGHT

71

Kibner's on the phone, talking to the police. Nancy watching him, Bellicec checking all the windows in here -- all locked.

KIBNER

Elizabeth Driscoll. 316 Washington.  
Just send a squad car right now and  
we'll be there. We'll meet it  
there, and my friend, Mr. Bennell,  
will show you the body.

Matthew is over in a corner of the office, alone with Elizabeth, holding her hand, talking quietly.

ELIZABETH

I won't go back there, Matthew, I  
can't.

MATTHEW

You don't have to. But I do. It'll  
be all right. Nancy will take you  
to my place. You'll both be safe  
there until we get back.

Kibner's hung up, is watching them from across the room.

KIBNER

Ready when you are.



72 INT. CITY CAR - NIGHT

72

Nancy at the wheel, Elizabeth next to her. Kibner's car pulls out of the alley with the three men in it, drives right past them. Nancy gives Jack a tragic little wave goodbye just as...

A STRANGER APPEARS ON THE SIDEWALK! WALKING BRISKLY ALONG, HE EYES THE TWO WOMEN. THEY WATCH HIM CAREFULLY. HE SEES ELIZABETH IN HER BATHROBE IN THE CAR, NANCY BEHIND THE BROKEN WINDSHIELD, MOVES ON BY, LOOKING BACK AT THEM.

Nancy speeds away from the curb.

73 EXT. GEOFFREY'S HOUSE - NIGHT

73

SEVERAL POLICE CARS ARE ALREADY ON THE SCENE, AND A FEW CURIOUS NEIGHBORS STAND ON THEIR PORCHES IN NIGHT CLOTHES, WATCHING AS AN OFFICER LEADS MATTHEW AND KIBNER UP TO THE HOUSE.

74 INT. GEOFFREY'S HOUSE - LATE NIGHT

74

They all come into the house, see Geoffrey standing in the living room in his pajamas and bathrobe, talking to TWO MORE POLICEMEN and a DETECTIVE.

OFFICER

Lieutenant, these are the fellas that reported the body.

GEOFFREY

(to Matthew)

What body are you talking about?

DETECTIVE

Please, Mr. Powell. Let me. You all saw it, is that correct?

MATTHEW

No. Just me.

DETECTIVE

Precisely whereabouts?

MATTHEW

It was off the kitchen, in there...

(CONTINUED)

74 CONTINUED:

74

Matthew takes them that way, Bellicec right on his heels. Kibner and Geoffrey look at each other quickly.

KIBNER

(flat)

Elizabeth is at Matthew's. She's safe.

75 INT. GEOFFREY'S KITCHEN - LATE NIGHT

75

Matthew heads for the laundry area, stops, suddenly afraid to go back there and confront the thing.

BELLICEC

Where? In there?

Matthew nods. Kibner, Geoffrey, the Detective and one Officer are all crowded in here, witnessing this. Bellicec steps forward... Kibner right at his side.

KIBNER

There's a body here, all right.

MATTHEW

It's Elizabeth's double.

BELLICEC

(terrified)

It sure is...

KIBNER

Take another look. Now you see it...

(flips on a  
utility light)

... now you don't.

A DARK SHEET TANGLED THROUGH A PILE OF WHITE TOWELS.  
No body, no duplicate of Elizabeth Driscoll.

MATTHEW

It was there, half hidden by those towels.

KIBNER

You said you saw it there just now.

(CONTINUED)

75 CONTINUED:

75

BELLICEC

I thought I did, too.

DETECTIVE

Excuse me. Can I be part of this?  
You're Doctor Kibner, right?

KIBNER

Yes...

DETECTIVE

My wife reads your books. They  
changed her life, turned her into  
a different person.

(to Matthew)

You're....?

MATTHEW

Matthew Bennell.

KIBNER

Look, Lieutenant, this is all  
rather complicated. I'm just  
trying to help these gentlemen  
work out a few problems they have,  
nothing serious.

DETECTIVE

What, group therapy type thing?

MATTHEW

Disappearing bodies. We want to  
report finding another one and...

KIBNER

(cutting in)

... losing that one, too.

OFFICER

(from behind them)

Male Caucasian, about six-three,  
a hundred eighty pounds?

They all turn around, amazed. The Cop never expected  
to get such attention.

OFFICER

Well, I just heard it on the radio.  
A crazy guy, stark naked.

(MORE)

(CONTINUED)

75 CONTINUED: (2)

75

OFFICER (CONT'D)

He stole a car, rammed it head-on into a gas pump, incinerated himself. A big explosion... two engine companies responded.

BELLICEC

Did he have tendrils?

The Detective looks at Bellicec.

DETECTIVE

I don't believe I got your name.

BELLICEC

Nikos Kazantzakis.

MATTHEW

Look, there was a body here. I stepped on it.

(of Geoffrey)

I think he drugged her.

DETECTIVE

Drugged who?

MATTHEW

Elizabeth Driscoll. She lives here... with him.

DETECTIVE

And she's the one missing?

MATTHEW

No...

GEOFFREY

Yes.

MATTHEW

She's at my apartment. I had to carry her out of here.

DETECTIVE

What, against her will?

MATTHEW

No! She was asleep...

A long awkward pause. The Detective turns to Geoffrey.

(CONTINUED)

75 CONTINUED: (3)

75

DETECTIVE

Mr. Powell, you've been very cooperative, and we appreciate that. It occurs to me you might want to file a complaint against Mr. Bennell. Or a missing persons or something.

Geoffrey looks at Matthew, looks at the others, catches Kibner's eye. The two of them stare at each other a moment, almost seem to be communicating.

GEOFFREY

I'll take Doctor Kibner's word that Elizabeth has come to no harm.

Long pause.

DETECTIVE

So... are we dismissed?

GEOFFREY

(efficient, in control)

Yes, thank you. Sorry for the trouble.

DETECTIVE

Our pleasure. Doctor Kibner, thrill to actually meet you.

Matthew can't handle any more of this. He starts to leave the kitchen. Geoffrey grabs him by the arm, calmly, firmly.

GEOFFREY

Will Elizabeth be coming home tonight?

Matthew looks up at him, into Geoffrey's cold, empty eyes — absolutely no humanity left there.

MATTHEW

That's up to her.

And Matthew walks back out through the kitchen. Bellice watches Geoffrey stare at Matthew's departing figure... an unemotional, murderous glance...

76

INT. MATTHEW'S APARTMENT - AFTER MIDNIGHT

76

ELIZABETH IN CLOSEUP. She sits in an armchair, still wearing her robe, looking exhausted but somehow lovelier than ever.

KIBNER (O.S.)

The human mind is a strange and wonderful thing, but I'm not sure it will ever figure itself out. Everything else maybe -- from the genetic basis of life to the dimensions of a collapsing universe -- everything except itself.

NANCY IN CLOSEUP. She's biting her lip, smoking a cigarette. She's listening to Kibner, too, and she's never looked more unglued.

KIBNER (O.S.)

The human brain just can't take a straight diet of any one emotion: fear, happiness, horror, grief, even contentment. It needs to relax.

THE ANGLE WIDENS, Matthew and Bellicec listening to Kibner, too, all of them in Matthew's cluttered apartment. Kibner's got their attention as he paces around, expounding, looking down into the back yard.

KIBNER

Why did you ever go to Elizabeth's tonight in the first place, Matthew?

MATTHEW

Because I knew...

His voice trails off. Kibner turns from the window, for his kill.

KIBNER

You knew what? What exactly did you see at Bellicec's?

MATTHEW

... A dead body, pale, almost translucent.

KIBNER

But Nancy says it was alive, that it opened its eyes.

(CONTINUED)

76 CONTINUED:

76

NANCY

It did. And there was -- I don't know -- mucous on the lids, like on a new-born baby.

KIBNER

(to Nancy)

Why do you think its nose was bleeding then?

NANCY

I never saw any nose bleed... except Jack's.

ELIZABETH

Doctor Kibner, I know what you're doing.

BELLICEC

Well, I saw its nose bleed. The same nostril as me! And those disgusting tendrils, Christ, like cobwebs... static electricity... animal magnetism... they touched me.

KIBNER

Matthew? Tendrils?

MATTHEW

No. I didn't see any...  
(to Bellicec)  
I'm sorry.

BELLICEC

Great. But you saw a whole body at Elizabeth's that wasn't even there!

KIBNER

Because he saw some kind of body at your place, Bellicec. So his mind started playing tricks. And reality became unreality. You heard me talking about a curious contagious neurosis -- people convinced their friends and lovers weren't their friends and lovers anymore...

NANCY

No, no. I don't buy this... I never heard that...

(CONTINUED)

KIBNER  
(running right over  
her)

... And so the dead man became  
Bellicec's double in your eyes.  
The power of suggestion to put  
it simply. Cough in a crowded  
theatre, a dozen other people  
cough. Scratch, and the person  
next to you itches, too. Put a  
program on TV about heart disease,  
and the next day every cardiologist  
in town is swamped.

BELLICEC  
Come off it, will you? You're  
talking to four educated adults  
here.

KIBNER  
Believe me, Bellicec, these things  
happen. Even to witch doctors like  
me, flying saucers, Loch Ness  
monsters, vampires... Christ, even  
the Devil in Manhattan...

NANCY  
(firmly)  
... all might exist. How can you  
be so sure they don't?

KIBNER  
Oh, really, now...

ELIZABETH  
You said yourself that you couldn't  
explain this away...

KIBNER  
I'm not trying to explain anything  
away, Elizabeth.

ELIZABETH  
But you are!

Kibner shakes his head, smiles at them all.

KIBNER  
Well, I've done my duty. Can I  
give anybody a lift?

(CONTINUED)



76

CONTINUED: (3)

76

Silence. They all look at each other.

NANCY

I'm not going home.

Kibner shrugs, goes to the door.

KIBNER

Well, I am. Good night, all.  
Sleep tight and don't let the  
goblins bite.

Matthew sees him to the door.

MATTHEW

Thank you.

KIBNER

Call me in the morning if this  
thing's still got you all so  
upset. We'll talk.

Matthew shakes Kibner's hand, locks the door after him,  
looks back at his friends. Elizabeth gets up, un-  
nerved, walks outside onto a small landing. A flight  
of stairs leads down to the courtyard.

Bellicec stumbles into Matthew's bedroom, crashes flat  
on his back on Matthew's bed, amid the magazines and  
newspapers.

MATTHEW

There's not much room to sleep  
around here, but...

NANCY

Don't worry; I'm not sleeping.  
I may never sleep again.

BELLICEC (O.S.)

(from the other  
room)

I'll make up for both of us. I  
feel like I've been mugged.

Matthew walks outside to Elizabeth.

77 EXT. MATTHEW'S BACK YARD - AFTER MIDNIGHT

77

It's Friday night, and the neighborhood's still alive -- MUSIC and an OCCASIONAL SHOUT off in the distance. Another one of those PULSING SIRENS... closer than it's ever been. Elizabeth's looking up at the stars. Matthew's face comes INTO VIEW, smiling.

ELIZABETH

I feel like... I don't know... my whole body aches...

(pause)

What happened? What did you see?

MATTHEW

Two of you. One in your bed, one on the floor by the back door. I'm not even sure what I saw... or what I wanted to see.

ELIZABETH

Maybe you wanted to see two of me! One that you could carry through the streets in her nightgown while the other's still at home, tucked properly away in bed?

He holds her in his arms.

MATTHEW

I've... wanted to...

She looks deeply at him.

MATTHEW

(starting again)  
... For a long time... I...

ELIZABETH

I know.

She touches his hand impulsively.

ELIZABETH

Matthew, I'm afraid... and I don't want to be alone tonight.

MATTHEW

I don't either.

78 INT. MATTHEW'S APARTMENT - MORNING

78

Bellicec lies on the side of his face on Matthew's bed, snoring into a copy of the "Scientific American," the blanket pulled way up around his neck and off his feet.

Matthew and Elizabeth are on the sofa, sound asleep, he sitting up, her head on his lap where he's been cradling it all night.

Nancy sits nodding in a chair by the back door, sunlight bleeding in through the drapes.

MOVEMENT OUTSIDE! Nancy looks up... THROUGH HER GROGGY BLURRY POV, WE SEE THE FLARED-OUT SHAPE OF A MAN JUST OUTSIDE THE BACK DOOR, A TWO-FOOT OBLONG OBJECT CRADLED ON HIS SHOULDER...

NANCY

Who is it?!

Matthew's eyes open! Elizabeth wakes up, disoriented ... A LOUD KNOCK ON THE DOOR. Nancy backs away as Matthew extricates himself from Elizabeth and the sofa, yanks open the back door!

... A SPARKLETTS MAN with a five-gallon bottle on his shoulder stands on the landing, peering in...

CLOSE ON MATTHEW'S WATER COOLER AS THE SPARKLETTS MAN SETS A NEW BOTTLE IN PLACE, WATER BUBBLING AND GURGLING INTO THE RESERVOIR BELOW...

They're all trying to wake up, adjust to the new day, to this stranger suddenly in their midst, Bellicec stumbling out of the bedroom, Nancy making coffee. Matthew stands awkwardly in the living room, just watching the guy.

SPARKLETTS MAN

Crowded, huh?

MATTHEW

Unexpected guests.

SPARKLETTS MAN

What, from out of town?

Nobody answers him. He feels as uneasy about it as they do... or so it seems.

SPARKLETTS MAN

I know what you mean.  
(MORE)

(CONTINUED)

SPARKLETTS MAN (CONT'D)

My wife's sister dropped in outta  
the blue last week from Minneapolis.  
Three kids. Thank God, she split  
from her husband -- I don't know  
where we woulda put him.

MATTHEW

Yeah.

The Sparkletts man shoulders his empty, smiles at  
Nancy.

SPARKLETTS MAN

Where you from?

NANCY

Waterbury, Connecticut.

SPARKLETTS MAN

Hey, great.

He heads for the landing, nods to Matthew on his way  
out, vanishes. Matthew locks the door after him.

BELLICEC

Who the hell was that?

Matthew and Elizabeth are eating. Bellicec is fooling  
around with Matthew's Polaroid, Nancy presenting her  
jumbled thoughts to the group.

NANCY

How do we know anything? A sword  
can't cut itself. My finger  
can't touch its own tip. And the  
human mind can't see itself.

CLICK... BUZZ. Bellicec snaps a Polaroid of Elizabeth.

BELLICEC

If I see another body, I'm getting  
it on film.

(CONTINUED)

NANCY

You don't know what I see when I tell you these eggs are yellow, right? I mean, maybe my yellow looks green to you but because you call it yellow like I do, then I just automatically assume you're seeing the exact same color I am.

CLICK... BUZZ. Bellicec takes another picture of Elizabeth, sets it on the table next to the first to develop.

MATTHEW

(to Elizabeth)

The butter, please...

NANCY

It could all be a lie. Everything we tell each other, and everything we tell ourselves. That butter...

MATTHEW

The butter is real. This is real...

NANCY

This whole city, the whole world, the whole universe could just be a conspiracy and we could all be conspirators. I mean, like nobody's in the bedroom right now, right? So is the bedroom really there? Am I making sense?

BELLICEC

It depends. What's your point?

ELIZABETH

Nancy's right. Strange things must happen, really do happen. Things we can't understand. But people always try to explain them away because they're afraid to admit for a moment that anything they don't understand might actually have happened, in spite of them.

CLICK... BUZZ... A THIRD PICTURE OF ELIZABETH.

ELIZABETH

Stop it, please...

(CONTINUED)

79 CONTINUED: (2)

79

NANCY

All I know is, I know what I saw,  
and it was turning into Jack.

Another long silence.

MATTHEW

The question is, I guess, what  
do we do about it?

BELLICEC

I'm going to take a picture of  
that bloodstain on my massage  
table, that's what I'm gonna do.  
I'm documenting this thing.

Matthew looks at the pictures Bellicec already has  
taken of Elizabeth...

CLOSE ON THE POLAROID... ELIZABETH'S FACE GRADUALLY  
EMERGING, STILL UNDERDEVELOPED AND INDISTINCT, THE  
CRUCIAL DETAILS NOT YET THERE...

MATTHEW (O.S.)

That's what it looked like...  
whatever I saw last night.  
Unfinished.

80 INT. CHINESE HAND LAUNDRY - MORNING

80

Matthew stands at the counter, talking to a very dif-  
ferent Mr. Teng. He's not upset anymore. In fact,  
he's so placid he's almost blank. There appears to  
be only a few packages of clean laundry ready for pick-  
up on the shelves.

MR. TENG

Not ready.

MATTHEW

But you said Saturday.

MR. TENG

Not ready. Monday.

MATTHEW

But I need them, Mr. Teng.

(CONTINUED)

80 CONTINUED:

80

MR. TENG

(abrupt)

Monday.

MATTHEW

How's your wife?

Mrs. Teng appears from a small back room, as if on cue.

MRS. TENG

Telephone.

MR. TENG

Excuse me.

He turns, goes with his wife into the back room. The laundry is so small, if any phone rang in here, you'd hear it. Matthew never did. A BANGING ON THE WINDOW GLASS BEHIND HIM! Bellicec... standing outside in the street, urgently beckoning Matthew to join him...

81 INT. CITY CAR - MORNING

81

It's parked in front of the laundry. Elizabeth and Nancy wait inside it. Matthew returns from the laundry with Bellicec, gets in.

NANCY

There. Look.

TEN YARDS UP THE BLOCK, ANOTHER OF THOSE RED-AND-YELLOW FLORIST'S TRUCKS IS PARKED AT THE CURB. A DELIVERY MAN, as if he were standing guard near an armored car, waits by the truck's open rear doors while two OTHER DELIVERY BOYS ferry plants into buildings -- all sorts of typical house plants, several apartment buildings receiving them.

ELIZABETH

Do you see what's happening?

MATTHEW

No. I mean, yes, but so what?

ELIZABETH

The flowers. They're all the same. No matter what type of plant, the flowers are all the same.

(CONTINUED)

MATTHEW

So?

ELIZABETH

Don't you recognize them? Like  
the one Geoffrey brought me.  
And I remember, or I dreamed it,  
but the flower got bigger, and  
so did the seed pod under it.

A DELIVERY BOY WALKS RIGHT BY THE CAR, CARRYING A  
BLOSSOM ONLY A FOOT FROM NANCY'S WINDOW.

NANCY

I saw one of those flowers  
yesterday in the massage booth  
where that body was, on one of  
my ferns. And that fern never  
blooms.

ELIZABETH

They must be parasites.

MATTHEW

So what are you saying?

ELIZABETH

Where are they all coming from?  
All of a sudden they're  
everywhere.

MATTHEW

So what?

ELIZABETH

They might be toxic, transmitting  
something by touch maybe. I  
handled one. I brought it right  
into the house, and Geoffrey  
knocked it over this morning...  
he changed.

MATTHEW

(to Bellicec)

What about you?

BELLICEC

I touch a lot of things, man.

MATTHEW

So where are they coming from?

(CONTINUED)



81 CONTINUED: (2)

81

Silence.

NANCY

Outer space.

MATTHEW

What? What kind of craziness is this?

NANCY

(tentatively)

They could've landed here, an invasion, but not in metal space ships again like we expect. Why do we always expect metal ships? This time maybe they just came like a shower of snowflakes and got into our bodies, and we didn't even notice them because we're full up with so many impurities from the junk we eat and the air we breathe. And they started screwing around with our genes, like DNA, recombining and changing us just the same way those rocket ships came thousands or years ago so spacemen could mate with apes and monkeys and create the human race... as it used to be... before this...

Silence. Everyone looks at her, speechless.

MATTHEW

Getting inside of us? Altering our cell genetics? No. It's not logical... it doesn't make any sense.

Silence.

BELLICEC

Want to drive us home, please?

82 INT. BELLICEC BATHS - DAY

82

Nancy pulls PLANTS down from shelves, takes them off tables, lifts hanging plants from their hooks... THE PLACE IS OPEN FOR BUSINESS, AND A FEW CUSTOMERS SOAK IN THE MUD....

(CONTINUED)

82 CONTINUED:

82

... Bellicec is screwing anti-burglar devices on all the windows, putting flip locks on all the doors.

83 EXT. BELLICEC ALLEY - DAY

83

Nancy comes out of the baths with an armload of her once-precious potted plants, heaves them into a big refuse bin. One plant misses, falls to the pavement. She collects it, cracks it off at the stalk like a chicken neck, as...

... A GARDENER'S TRUCK ROLLS BY, ITS BED HEAPED HIGH WITH MORE OF THAT GREY FIBROUS MATERIAL. Nancy doesn't even notice it, so intent is she upon murdering all her plants before they get her first.

84 INT. BELLICEC BATHS - DAY

84

Bellicec is actually nailing a window shut, and this racket annoys the patrons. But they're up to their necks in mud, in no position to do anything about it. Nancy comes back inside, heading for the office.

BATHER

Hey, what is it, huh? Is he crazy?

Nancy turns on the man, sharply.

NANCY

Why?

BATHER

Why?

Nancy walks away, goes to her husband's side.

NANCY

Get them out of here.

BELLICEC

(whacking his thumb)

Shit!

NANCY

Please... we have to close.  
(MORE)

(CONTINUED)

84 CONTINUED:

84

NANCY (CONT'D)

I can't be around all these people. I don't trust them.

BELLICEC

Okay, okay.

85 INT. COUNTY HEALTH DEPARTMENT - AFTERNOON

85

LOOKING down a long corridor. A woman approaches, her HEEL CLICKS REVERBERATING off the hard marble floor. KATHERINE HENDLEY.

86 INT. MATTHEW'S OFFICE - AFTERNOON

86

He's on the phone, battling red tape.

MATTHEW

Fred, they are leaving the turkeys just sitting at room temperature for hours! If you won't go for permit revocation, I want my name off the report.

He looks up. Katherine is standing at his desk, smiling at him. He hangs up, not at all pleased with the guy on the other end of the line.

MATTHEW

I don't know why we haven't all died of food poisoning years ago. Hello.

KATHERINE

Hello. I came to apologize.

MATTHEW

(distracted)

I'm sorry. To what?

KATHERINE

Apologize for making such an idiot of myself at Kibner's book party. I think I ruined the evening for everybody.

(CONTINUED)

ELIZABETH (O.S.)

How's your husband?

Katherine turns. Elizabeth stands in Matthew's office doorway, wearing her lab smock.

KATHERINE

(pleased)

Hello. You're Elizabeth.

ELIZABETH

Yes. How's your husband?

KATHERINE

Ted is fine. I mean, he's fine.  
I don't know what got into me.

ELIZABETH

Or him.

KATHERINE

No, you're being kind. It was me,  
not him. Anyway, that's all over  
now. I have to run, but I've never  
done anything so foolish before,  
and, well, I've been sort of making  
the rounds, showing everyone I'm my  
old self again. So you won't hate  
me. I won't keep you.

She starts for the door...

ELIZABETH

Hate you? Don't be ridiculous.

MATTHEW

(carefully)

We'll pass the word around that  
you're feeling better.

KATHERINE

Will you? Thanks. You'll be  
seeing Jack Bellicec, then?

MATTHEW

We're all having dinner tonight  
at my place.

KATHERINE

Well... thanks again.

And she's gone. Matthew and Elizabeth look at each  
other. What to make of all that?

87 INT. HENDLEY CAR - AFTERNOON

87

Katherine comes out of the Health Department, that smile gone from her face. She gets into the passenger side of a car. Her husband Ted, is driving... and Geoffrey Powell is in the back seat.

KATHERINE

They're all going to be together  
at Matthew's tonight.

A THIRD MAN LEANS FORWARD FROM THE SHADOWY RECESSES OF  
THE BACK SEAT, HIS EXPRESSION COLD, UNFORGIVING...

KIBNER

Good.

88 EXT. MATTHEW'S APARTMENT BUILDING - NIGHT

88

The Bellicees walk along, coming to dinner, bringing a bottle of wine as a present, suspicious of everyone they pass. They enter Matthew's building.

89 INT. MATTHEW'S APARTMENT - NIGHT

89

DAVID KIBNER! He sits on the sofa, talking to Elizabeth. The Bellicees come in. Kibner rises politely, smiling.

KIBNER

Don't worry -- I'm not staying.

MATTHEW

David just stopped by to talk  
to Elizabeth.

NANCY

(sarcastically)  
Did he? How thoughtful.

ELIZABETH

No, actually, Dr. Kibner's been  
very helpful, really. He's  
relaxed me.

BELLICEC

Who's picking up the tab for all  
this?

KIBNER

My God, we live in a cynical  
world, don't we?

(CONTINUED)

89 CONTINUED:

89

BELLICEC

Of your own making if I understand  
your Theories.

KIBNER

And that's the sad part. Things  
could just be any way we wanted  
them if we had the strength to  
control our emotions.

BELLICEC

You got that all backwards, Kibner.

90 LATER

90

The meal is nearly over, Kibner long gone, the four  
friends talking quietly, reflectively, SOME LIGHT JAZZ  
PLAYING on Matthew's STEREO as he empties the wine  
bottles into Elizabeth's glass. They've been going at  
this some time. Matthew gets up, starts opening an-  
other bottle as Bellicec talks with great conviction.

BELLICEC

Kazantzakis knew. All those guys  
knew what was going on, man.  
Nietzsche, Bergsen, shit, Spengler  
even.

MATTHEW

You're going way beyond me. I  
want to think this through  
carefully.

BELLICEC

Stop thinking, analyzing. You  
read too many newspapers and  
magazines and health department  
memos and crap like that.

NANCY

What Jack's trying to say is...

BELLICEC

(on fire now)  
I know what I'm trying to say  
and I'm saying it!  
(MORE)

(CONTINUED)

BELLICEC (CONT'D)

Civilizations, I don't care where they are or when they are, only last just so long before they get so goddam complicated and top heavy that along comes some primitive barbaric force like the Huns or the Romans or the Russians, whatever, and smashes everything to pieces.

(pause)

We are so vulnerable. We gotta do something.

MATTHEW

I've been trying to do something for years, Bellicec, but it's...

BELLICEC

What? By shutting down my little mudbath?

MATTHEW

You have to start somewhere. People eat garbage in this city...

BELLICEC

They always will! Unless we take bold strokes. 'Live dangerously! Erect your cities beside Vesuvius! Send out your ships to unexplored seas!'

NANCY

(profoundly)

Thus spake Zarathustra...

BELLICEC

You're goddamn right he did. And how's this? 'Do not go gently into that good night. Rage, rage against the dying of the light.'

Silence. Matthew and Elizabeth look at him. Nancy's awed, nodding. Bellicec can be damn impressive when he cuts the shit.

BELLICEC

I gotta go use your bathroom.

He walks out of the dining area, a grand exit. Silence. Nancy starts to get up, takes her plate.

(CONTINUED)

90 CONTINUED: (2)

90

NANCY  
I'll help clear.

91 LATER

91

Matthew and Nancy work in the kitchen, washing dishes.  
Elizabeth is taking some pills.

NANCY  
(concerned)  
What're those?

ELIZABETH  
Valium. Dr. Kibner brought them  
for me.

NANCY  
Are you crazy? With all that  
wine?

ELIZABETH  
I'd like to go lie down.

MATTHEW  
Bellicec's using the bed. He  
exhausted himself.

ELIZABETH  
The sofa's fine.

92 LATER STILL

92

A quiet mood's come over the apartment. Elizabeth is  
lying on the sofa, her eyes closed. Matthew sits in a  
chair watching her, watching over her, sipping a glass  
of wine, listening to MUSIC.

Nancy comes out of the bedroom.

NANCY  
It's no use. He's dead to the  
world. I'm sorry.

MATTHEW  
No, it's okay.

Nancy pours herself more wine, looks at Matthew looking  
at Elizabeth. She just excuses herself, goes back in  
to her husband.

(CONTINUED)



92 CONTINUED:

92

Matthew stands up, goes to a cupboard, gets a comforter, drapes it over Elizabeth. He opens the back door, steps outside.

93 EXT. MATTHEW'S BACK YARD - LATE NIGHT

93

A beautiful night, the sky alive with stars, a gentle breeze sighing across the grass. All around adjoining yards send up trees and eight-foot sunflowers to loom against the night.

Matthew descends the stairs, sits in his old lawn-chair. The neighborhood is so quiet, everything awash with a dim cast of ghostly white moonlight. MATTHEW CLOSES HIS EYES, TRIES AT LAST TO REST.

The breeze picks up. The air low to the ground seems strangely active, the grass moving...

TENDRILS... THIN, ALMOST UNNOTICED AT FIRST, LOOP THEMSELVES SOFTLY AROUND HIS HAND. HE DOESN'T OPEN HIS EYES, JUST FLICKS HIS WRIST AS YOU MIGHT TO CHASE OFF A FLY. BUT THE TENDRILS CLING. THE CAMERA SLIDES OFF MATTHEW, TRACES THESE UNNERVING LITTLE FEELERS BACK TO THEIR SOURCE...

FOUR ENORMOUS SEED PODS, OVER TWO-FEET LONG! THEY LIE IN A GROUP, ONE OF THEM BEGINNING TO ERUPT AS WE LOOK AT IT... THE CONVOLUTED END OF A POD OPENING, SOMETHING PUSHING OUT... A FLOWER, MIRACULOUSLY BEAUTIFUL, UNFOLDING HYPNOTICALLY, ITS STIGMA REVEALING WITHIN LIKE A DELICATE HALF-MOON, LIKE A GLISTENING EGG YOKE...

Matthew's head nods. He fights this powerful sleep that's trying to take command of his body... his eyes so heavy.

TWO OF THE OTHER PODS BEGIN TO RUPTURE, FLOWERS EMERGING FROM THEM AS WELL! THE BIGGEST FLOWER IS IN FULL BLOOM...

Matthew's face seems alarmingly dry, his skin dehydrated, the plant stealing moisture from his tissues in some extraordinary way...

AND NOW THE BIGGEST FLOWER CHANGES AGAIN, ITS PETALS BEGINNING TO WRINKLE AND DIE BACK. THE STIGMA TREMBLES, PUSHES FORWARD, TURNS UPWARD AND REVEALS ITSELF TO BE THE CROWN OF SOME SORT OF HEAD, AN EMBRYONIC VISAGE... LIQUID NOISES...

(CONTINUED)

93 CONTINUED:

93

AMNIOTIC FLUID OOZING OUT, GETTING THICKER, A FIBROUS FLESH-COLORED SUBSTANCE GLISTENING WITHIN, STRUGGLING TO BE BORN. THE POD CRACKS OPEN, FALLS AWAY, PLANT MATERIAL CRADLING A GROTESQUE CREATURE THE SIZE OF A HUMAN INFANT... BUT STRANGELY MATURE... WITH THE UNMISTAKABLY VAGUE CONTOURS OF MATTHEW'S OWN FACE!

Matthew's eyes are closed. He looks dead... MUSIC RISES LIKE THE WAIL OF A THOUSAND BLOOD-CURDLING VOICES ... HANDS REACH INTO FRAME! THEY GRAB MATTHEW, YANK HIM SIDEWAYS OFF THE CHAIR!

BELLICEC! Matthew can barely stand. He sees the FOUR PODS! Bellicec is reeling, dizzy...

POD NUMBER TWO SPLITTING STEM-TO-STEM, ERUPTING, A GROTESQUE APPENDAGE STRUGGLING OUT, THEN AN UNFORMED WRINKLED HEAD, BIGGER THAN A HUMAN INFANT'S!

BELLICEC

All four of us... all four of us...

TANGLED VEGETABLE MATTER, DRY PLANT MEMBRANES CRACKING AWAY AS THE FLESHY CREATURES WITHIN FORCE THEIR WAY OUT -- HUMAN MOTHS EMERGING FROM COCOONS, A MONSTROUS UNION OF PLANT AND ANIMAL LIFE STRUGGLING TO BE BORN... LIGHT-AS-AIR PODS FALLING AWAY, CRUMBLING INTO BRITTLE FRAGMENTS, EVERYTHING HAPPENING SO FAST, LIKE TIME-LAPSE PHOTOGRAPHY, DEFYING RATIONAL ANALYSIS... STAR-LIKE SHAPES OF TINY, STIFF-FINGERED HANDS FORMING THEMSELVES...

Matthew struggles to his feet, manages to rummage around in the yard, find a softball bat...

BELLICEC

... kill them... kill them...

Matthew approaches the PODS, kicking at the TENDRILS AS THEY WRAP AROUND HIS FEET... THE CREATURES WITHIN ARE MATURING RAPIDLY, THE FIRST ALMOST A FULL-SIZE ADULT BODY, WITHOUT A DOUBT INTENDED TO DUPLICATE MATTHEW BENNELL! A SMALLER CREATURE RESEMBLES NANCY, ANOTHER ELIZABETH, THE FOURTH POD JUST BLOSSOMING, DESTINED TO BE BELLICEC! AND THAT SOUND, HORRIFIC, LIKE VOICES...

THEY RUSH INTO THE HOUSE.

94 INT. MATTHEW'S APARTMENT - NIGHT

94

Nancy's in the kitchen, weak, as Jack rushes in.

(CONTINUED)

94

CONTINUED:

94

She turns the tap on, cups her hands under the flow, drinks deeply, parched.

BELLICEC

They're out there!... Pods...  
our Pods! Us!

Elizabeth is still on the sofa... Matthew bursts inside to rouse her... shake her...

MATTHEW

... WAKE UP! WAKE UP!

Her eyes open. Bellicec is already on the telephone, dialing...

BELLICEC

Operator! Operator, I want the police, you have to give me the police. It's an emergency!

OPERATOR'S VOICE

(calmly)

What number are you calling from, please?

BELLICEC

What? 773-8395.

OPERATOR'S VOICE

And is this an emergency?

BELLICEC

Yes! I said it was.

THE LINE GOES DEAD IN HIS EAR.

NANCY

Are they coming? What did the police say?

BELLICEC

I couldn't get through... that's what I mean! What the hell good are they?!

Nancy rushes to the front window, peeks out onto the street. Matthew takes the phone up, dials the operator.

(CONTINUED)

94 CONTINUED: (2)

94

ELIZABETH

We have to call out of San Francisco. We can't trust anybody here.

MATTHEW

(hanging up)

The operator can't be busy!

ELIZABETH

She's not. She's part of it.

They look at Nancy, for the first time share her paranoia, her terror.

Matthew opens a drawer, digs out his address book.

BELLICEC

What're you gonna do?

MATTHEW

Call Washington.

BELLICEC

(frantic)

What -- the C.I.A.? The F.B.I.? They're all PODS already, man.

MATTHEW

I know a guy in the Justice Department... I can dial him direct... go around the operator.

BELLICEC

And what're you gonna tell him?

Matthew starts dialing, his fingers shaking, his heart pounding.

NANCY

(by the window)

Oh, no, no...

95 NANCY'S POV

95

A POWER COMPANY TRUCK HAS BLOCKED OFF ONE END OF MATTHEW'S STREET, SET UP A BARRICADE WITH BLINKING YELLOW LIGHTS... ANOTHER TRUCK ROLLS INTO VIEW AT THE OTHER END OF THE STREET... MORE BARRICADES.

96

BACK TO SCENE

96

Bellicec rushes over to the window, looks out, sees them.

OPERATOR'S VOICE

(cutting in)

What number are you dialing, sir?

MATTHEW

I was calling...

(catching himself)

I was dialing direct, Operator.

BELLICEC

They're barricading the goddam street. They're sealing up the block!

MATTHEW

(into phone, carefully)

I'll try again later, thank you.

OPERATOR'S VOICE

If you like, I'll try the number for you, Mr. Bennell.

MATTHEW

How did you know my name? I never gave you my name...

OPERATOR'S VOICE

Yes, you did, Mr. Bennell.

MATTHEW

No...

He hangs up... rips the phone right out of the wall! Elizabeth turns off the room lights. Silence. They stand together, the four of them, frozen in darkness. Nancy looks out the window.

BELLICEC

Do you have a gun?

MATTHEW

No.

NANCY

There's police out there now!

Matthew hurries to the window. Bellicec backs deeper into the apartment, cornered.

97 MATTHEW'S POV

97

THREE SQUAD CARS ARE PARKED OUT FRONT, A HALF-DOZEN OFFICERS QUIETLY DIRECTING PEDESTRIANS OUT OF THE AREA...

98 BACK TO SCENE

98

MATTHEW

Quickly, the back yard...

NANCY

No...

The thought of going through there sickens her. Bellicec takes her arm, makes her head that way. Matthew looks at Elizabeth. She seems to be drawing strength from all this.

ELIZABETH

(a brave smile)

I knew I wasn't crazy.

They hurry out together after the Bellicecs.

99 EXT. MATTHEW'S BACK YARD - NIGHT

99

Horrified they are about to rush past their pod duplicates. Matthew pushes the others on. They begin to scramble over the fence.

Matthew approaches the duplicates with the baseball bat in his hand. He looks down, hesitates. He raises the bat.

CLOSE SHOT. The face of Elizabeth is lying there.

He shudders. Can't bring himself to do it. He moves quickly to the next one.

CLOSE SHOT. He sees himself lying there. He swings downward onto the skull of his duplicate, the SOUND of an EXPLODING PUMPKIN as it strikes and...

CUT TO:

100 A MAN screaming from a back porch, the strange, other 100 worldly pod scream. SWISH PANNING DOWN to Jack, Nancy, Elizabeth climbing, scrambling over fences, approaching another street.

(CONTINUED)

100 CONTINUED:

100

Suddenly, a bubble light appears in front of them, strobing their faces.

Matthew catches up to them, a wild look in his eyes, baseball bat in his hands.

Matthew pulls them all into shadow... AND THE SQUAD CAR WINGS PAST, HEADING FOR MATTHEW'S BACK YARD!

The four fugitives move quickly between houses, rushing downhill towards the LIGHTS OF THE CITY. We WATCH them from across a narrow street as they dart in-and-out of shadow, under lamp poles, seeking the darkness. A CAR DRIVES LAZILY PAST. So ordinary...

Matthew in the lead, they careen down an alley, take cover near an old dilapidated garage, struggle to catch their breaths.

ELIZABETH

I can't keep running. Where are they?

BELLICEC

We lost them!

NANCY

We can't! Maybe they're all pods, all of them.

MATTHEW

Not the whole city. That's impossible.

NANCY

Nothing's impossible. They're all pods!

Silence. They listen. A SIREN PULSES A BLOCK AWAY.

BELLICEC

We can't go down there.

MATTHEW

We have to get through to someone, someone somewhere else...

ELIZABETH

The office! The phones...

MATTHEW

It's too risky. It's too far.

(CONTINUED)

100 CONTINUED: (2)

100

BELLICEC

(frantic)

Well, where can we go?

Silence. AND THEN AN ABSOLUTELY BLINDING, MAGNESIUM-WHITE BLAST OF LIGHT! IT FALLS ON BELLICEC, THROWS A BLACK DEADLY SHADOW ON THE REST OF THEM! THE BEATING OF A HELICOPTER'S PROPS... MOVING TOWARD THEM.

Bellicec grabs the baseball bat from Matthew and begins to move into the light.

MATTHEW

What're you doing, Bellicec?  
Get back here.

BELLICEC

I'll meet you later. Get away.  
They can't beat me. YOU CAN'T  
BEAT ME, YOU PODS!

And Jack lives his heroic poem, begins to run shouting through the night, drawling the lights of the pursuers.

Nancy doesn't hesitate. She bolts from the darkness to be at his side.

BELLICEC

GET AWAY! NO! DON'T LET IT SEE  
YOU!

But it already has. Nancy's with him, all the way, for better or worse. Matthew and Elizabeth cling together in the shadow, horrified, helpless. A POLICE CAR APPEARS IN THE ALLEY... A MOTORCYCLE COP NEXT!

Bellicec pulls Nancy through a gate, into a backyard, into darkness... A SECOND LATER, THE LIGHT IS THERE AGAIN, FERRETING THEM OUT, ILLUMINATING A RADIUS OF TWENTY YARDS WITH AN INTENSITY BRIGHTER THAN DAYLIGHT...

101 INT. POLICE HELICOPTER - NIGHT

101

A VIEW DOWN ONTO BACKYARDS... A BUMPY RIDE... THE SPOTLIGHT SPLASHING FROM DIRECTLY BENEATH CAMERA, SEARCHING FOR THE BELLICECS, A FINGER OF DOOM... AND EVERY FEW SECONDS WE SEE THEM DARTING FROM LIGHT TO SHADOW, SPLITTING UP, REJOINING, RUNNING AND RUNNING...



102 EXT. ALLEY GARAGE - NIGHT 102

THE SQUAD CAR has stopped right near that old rundown garage. The MOTORCYCLE COP coasts up.

103 INT. DELAPIDATED GARAGE - NIGHT 103

INKY BLACK IN HERE. Matthew and Elizabeth huddle together only yards from the POLICE, able to hear them and see them through cracks in the old wooden siding.

MOTORCYCLE COP

Just two of them. The chopper's trying to maintain visual contact. Other units are massing below to intercept.

SQUAD CAR COP

They could duck into a thousand places.

MOTORCYCLE COP

I don't think so. Not in this neighborhood. Not anymore.

HIS RADIO CRACKLES, SENDS OUT AN UP-TO-THE-MINUTE DESCRIPTION OF THE FUGITIVES -- ALL FOUR OF THEM, ALL FOUR OF THEIR NAMES...

Elizabeth turns away at the sound of her own name, buries her face against Matthew. His eyes are wide, frightened too. The MOTORCYCLE ROARS OFF IN ONE DIRECTION, THE SQUAD CAR IN ANOTHER.

104 EXT. COMMERCIAL CORNER - NIGHT 104

A FEW NEIGHBORHOOD STORES STILL OPEN. There is very little traffic, and very few people are on the streets. Matthew and Elizabeth appear first only as SILHOUETTES at the mouth of an alley.

They slide along a wall, look out onto the corner. A SHOPKEEPER is locking up. He walks away, his HEEL CLICKS EERIE on the pavement. Silence. THE TRAFFIC SIGNAL CHANGES... A FEW CARS MOVE ON THROUGH... ANOTHER CAR COMES FROM THE OTHER DIRECTION, STOPS... ONLY YARDS FROM MATTHEW AND ELIZABETH.

ELIZABETH

Children... they've got children in there.

(CONTINUED)

104 CONTINUED:

104

MATTHEW

It's out-of-state.

ELIZABETH

Matthew, maybe they're still...  
like us.

Maybe. He steels himself, steps from the shadows, straightening out his clothing, his hair, trying to look respectable. Elizabeth watches, her knuckles to her mouth.

105 INT. OUT-OT-STATE CAR - NIGHT

105

TOURSITS -- a mother, father, and three little kids.

WIFE

This isn't right. This is not  
Fisherman's Wharf.

HUSBAND

Okay, okay. So you tell me where  
the hell it is.

LITTLE GIRL

Mommy, look...

Matthew. They all turn, see him coming toward them from the alley. He looks filthy, disreputable.

HUSBAND

Jesus Christ, lock the doors!

The family acts as a unit -- locks every door in two seconds flat -- a drill they've obviously worked out. Matthew leans in toward the driver's window -- we can barely hear his voice...

MATTHEW

Please... you have to help me...

WIFE

Go on, just go!

HUSBAND

The light is red, Ethel.

Matthew knocks on the window for their attention. That scares the man, and he starts inching forward, against his better judgment, into the intersection.

(CONTINUED)

105 CONTINUED:

105

Matthew stays with him, scuttling sideways... ANOTHER CAR COMES ALONG, TAKING THE INTERSECTION ON GREEN, BLARING ITS HORN! The poor husband panics, starts to accelerate...

... MATTHEW SLAMS HIMSELF ONTO THE WINDSHIELD IN DESPERATION! THE CAR BRAKES! THE FAMILY IS TERRIFIED...

WIFE

Keep going!

MATTHEW

HELP ME! PLEASE... THEY'RE  
COMING AFTER US... PLEASE!  
THEY'RE HERE!

The guy floors it, spinning Matthew away...

106 EXT. INTERSECTION - NIGHT

106

Matthew staggers backward. Elizabeth rushes from the alley... and they run off together again, up the sidewalk, in plain view... Matthew slowing down...

MATTHEW

We have to get out of here, out  
of San Francisco...

ELIZABETH

How? Nobody will listen. And  
if they do, they'll think we're  
mad...

107 BROADWAY TUNNEL

107

A GAY COUPLE APPEARS, STROLLING TOWARD THEM! MATTHEW AND ELIZABETH HAVE NO CHOICE, HAVE TO PASS RIGHT BY THEM, AVOID ANY CONFRONTATION.

MATTHEW

(low)

Keep your eyes wide, blank...

The two couples approach, like gunfighters... pass in the night... the expressions of the two gays absolutely blank, empty... PODS. And Matthew and Elizabeth fool them, pass as PODS too.

108 EXT. TAXI STAND BROADWAY - NIGHT

108

Matthew and Elizabeth move along the sidewalk, hostile barkers try to lure them into curtained back rooms, past a row of taxis, right up to the cab first in line. Matthew opens the rear door for Elizabeth.

109 INT. TAXI - NIGHT

109

They get into the back seat. The DRIVER flips his meter on.

CAB DRIVER

Where to?

MATTHEW

The airport?

The cab motors away, into traffic. Elizabeth takes Matthew's hand, grips it tightly. They drive in silence for several seconds, entering traffic around UNION SQUARE.

CAB DRIVER

(cryptically)

Some night, huh?

A PULSING SIREN! TRAFFIC STOPS TO LET A POLICE CAR SPEED BY. THE CABBIE STARTS UP... SLAMS ON HIS BRAKES! A SECOND POLICE CAR! IT RACES OFF AFTER THE FIRST.

CAB DRIVER

This city...

(pause)

Where exactly you folks going?

Elizabeth looks at Matthew, shakes her head -- don't tell him anything. THE CAB RADIO CRACKLES -- A DISPATCHER'S VOICE ASSIGNING FARES.

MATTHEW

I said the airport.

CAB DRIVER

No, I mean what airline?

A perfectly ordinary question.

MATTHEW

United.

Pause. Maybe they're safe in here with this guy.

(CONTINUED)

109 CONTINUED:

109

Union Square slips by outside, the cab in slow traffic, PEOPLE WALKING ACROSS THE STREET, CABLE CARS CLANGING BY -- EVERYTHING SO NORMAL...

CAB DRIVER

You got business out of town?

Matthew looks at Elizabeth.

MATTHEW

No. We're not leaving. We're meeting someone coming in from Boston.

That seems to satisfy the driver. He falls silent. HIS RADIO COMES ALIVE AGAIN... THE DISPATCHER'S VOICE. THIS TIME THE DRIVER REACHES FORWARD, TURNS THE VOLUME DOWN QUITE A BIT.

DISPATCHER'S VOICE

... white male, six-two, one-hundred eighty pounds, Matthew Bennell -- B-E-N-N-E-L-L; white female...

Matthew opens his door, grabs Elizabeth by the hand, just pulls her right out. The car is barely moving... HORNS HONK! They vanish into the crowd.

110 EXT. UNION SQUARE - NIGHT

110

Matthew and Elizabeth, walking side-by-side, not even daring to touch, to hold hands, to show the slightest emotion. PEOPLE ALL AROUND THEM... PODS ALL AROUND THEM? Can all of these strangers be pods? It's a nightmare, the underpinnings of reality gone, ripped away... BLINKING NEON LIGHTS AND SIRENS AND CAR HORNS CACOPHONOUS, SURROUNDING THEM, CLOSING IN.

111 EXT./INT. BUS DEPOT - NIGHT

111

A sense of great activity, comings and goings. Matthew and Elizabeth appear on the sidewalk, enter the terminal, head for a ticket counter... but she realizes, stops him.

ELIZABETH

No.

(CONTINUED)

111 CONTINUED:

111

There's something wrong, not that overt when you just glance at the big room. But when you really look at it ... THINGS ARE UNFOLDING IN MUCH TOO ORDERLY A FASHION, WITH AN UNSETTLING KIND OF DISCIPLINE. PEOPLE aren't hustling around to make connections. NO LITTLE CHILDREN seem to be over-tired, cranky, wide-awake, laughing, whatever. THINGS ARE IN CONTROL. TO GET OUT OF THE TERMINAL TO THE BUSES YOU HAVE TO PASS THROUGH... POLICE!

OFFICERS CONDUCT SECURITY CHECKS OF ALL DEPARTING PERSONS, SOMETHING ROUTINE AT AN AIRPORT MAYBE, BUT NOT HERE. Matthew and Elizabeth back away, back toward the street again.

MATTHEW

The office... out of these crowds.

A CABLE CAR RUMBLES TO A HALT. PEOPLE FILE ON. PEOPLE FILE OFF... LIKE SO MANY CATTLE... MATTHEW AND ELIZABETH AMONG THEM, PASSING FOR PODS...

112 EXT. UNION SQUARE - NIGHTMARISH

112

The cable car starts to move again, Matthew and Elizabeth onboard, standing shoulder-to-shoulder with a CROWD OF JOYLESS PASSENGERS, BLANK, DANGEROUSLY ORDINARY FACES just inches from theirs.

A CHILD STARTS TO CRY! Matthew turns, locates it in the crush, sees an EMBARRASSED mother trying to quiet her LITTLE BOY. TOURISTS... HUMANS. Everyone else on the cable car seems to be looking at the crying child without compassion. It seems a definite threat to them.

113 EXT. CIVIC CENTER AREA - NIGHT

113

Matthew and Elizabeth file off the CABLE CAR with other PASSENGERS, head for the Health Department building just across the big square.

They walk toward it, moving deliberately but without haste. Even at this late hour, the grounds are populated by a good many INDIGENTS. We've seen them all here before, in the daylight, but now their presence assumes other proportions. They sit on benches, just gaping, listless, the square showing signs of decay for the first time -- newspaper blows about and some litter baskets overflow...

(CONTINUED)

113 CONTINUED:

113

THAT BLIND BEGGAR. Elizabeth sees him, draws Matthew's attention to him. THE OLD MAN LIES CURLED UP WITH HIS DOG, BOTH OF THEM SLEEPING NEAR A PATHWAY. A FEW OTHER BLANK-FACED VAGRANTS seem to huddle nearby like hoboes, watching over the blind man.

This latest group stands directly on the walkway that leads to the Health Department. A few of them turn, eyeball Matthew and Elizabeth. Matthew takes her arm, coldly changes their direction, onto another path that follows a longer route to the building... behind a wall of shrubbery...

A POD! Elizabeth sees it lying there in the bushes, only yards from the SLEEPING BLIND MAN, BEGINNING TO OPEN! Matthew kicks at it quickly -- A SICKENING WHACK! It's all he can risk doing, a tragically ineffectual gesture...

THE VAGRANTS TURN! Matthew and Elizabeth slip on by, heading for the Health Department.

114 INT. HEALTH DEPARTMENT - NIGHT

114

Matthew has a passkey to the building -- all the field inspectors do because they routinely come in after hours to deposit restaurant-confiscated food samples.

He and Elizabeth enter the empty, security-lighted lobby. They hurry to a bank of elevators, summon one. It begins a maddeningly slow descent from the top of the building. It arrives. They get in.

115 INT. ELEVATOR - NIGHT

115

Ascending. Elizabeth leans against the wall, exhausted, her eyes starting to close.

MATTHEW

Open your eyes.

She does. The elevator stops suddenly, several floors before they expect it to! The door opens... AND A CLEANING MAN gets on with his mop bucket. He nods at them. Matthew nods back. He's just going to the next floor. He looks at them suspiciously -- their clothing is soiled, wrinkled. The car stops. He gets off. The door closes. Matthew hits the button for the next floor...

ELIZABETH

Was he one? Was he?

116 INT. OFFICE HALLWAY - NIGHT

116

The elevator arrives. Matthew hurries Elizabeth out, pushes a button in the car to return it to the ground floor.

MATTHEW

We'll walk the rest of the way up.

117 INT. OFFICE STAIRWELL - NIGHT

117

They climb, Elizabeth faltering a bit, Matthew urging her onward, helping her take the stairs as fast as possible.

118 INT. COUNTY HEALTH DEPT. - NIGHT

118

Matthew unlocks the hall door, and they slip inside. He locks up again. Very few lights are on up here as they move through the office area, among the desks.

Elizabeth is at one of the many windows in the room, looking down onto the square.

MATTHEW

We need to stay a while. It always seems to happen when people sleep.

Elizabeth moves to a desk, opens a drawer. Pulls out a vial of pills.

ELIZABETH

Take these.

MATTHEW

What are these?

ELIZABETH

Uppers. Quigley... chews them like candy. Or he used to.

Matthew draws two cupfuls from the water cooler, and they start swallowing the Benzedrine. THE DOOR LOCK CLICKS... STARTS OPENING! A SECURITY GUARD'S SILHOUETTE IS VISIBLE THROUGH THE FROSTED GLASS!

Matthew and Elizabeth duck low... just as the GUARD turns on all the overhead lights in the room. He advances, obviously suspects someone may be up here. On the cleaning man's say-so?

(CONTINUED)



118 CONTINUED:

118

Matthew and Elizabeth crawl along, tracking the GUARD'S FEET UNDER DESKS, moving constantly so that he just misses them, passes right by them, convincing himself the apartment's secure. He turns out the lights, closes the door, relocks it...

... leaving Matthew and Elizabeth lying on the floor. She's in his arms, so close to him. He brushes her hair away from her face. She's got tears in her eyes, trying bravely not to let them flow.

MATTHEW

It's okay. It's okay.

ELIZABETH

Like hell it is.

They stare at each other, both of them very frightened, very confused. They kiss, hugging each other, comforting each other, alone in the world.

CLOSE ON AN OFFICE TELEPHONE. A DOZEN LINES. MATTHEW'S HAND PICKS UP THE RECEIVER, BRINGS IT SLOWLY TO HIS EAR. LIGHTS BLINK EERILY ON EVERY PHONE IN THE ROOM.

Elizabeth sits at another desk, watching him tensely, dials, listens. THE LINE CLEARS. He dials the area code for Washington, D.C. -- 202. THE LINE STAYS CLEAR. He begins to dial the entire number... one digit... two digits... CLICK...

RECORDING

We are unable to complete your call as dialed. Please be certain...

Matthew hangs the telephone up.

MATTHEW

Try that one.

The phone on Elizabeth's desk. She looks at it, threatened by it. She dials one. THE LINE CLEARS.

MATTHEW

Area code 202.

She dials that, gets no further... CLICK.

OPERATOR'S VOICE

May I have the number you're calling, please?

Elizabeth hangs up quickly. They look at each other across several desks.

ELIZABETH

We can't hide here forever.

119 LATER. A CLOCK ON THE WALL SAYS 2:00 A.M. Elizabeth 119  
is walking around, slapping her arms with her hands,  
rubbing them to keep the circulation going, to stay  
awake.

Matthew's at the window, looking out through half-  
closed venetian blinds. THEY HAVE A RADIO ON, LOW,  
TUNED TO AN ALL-NEWS STATION. THE ANNOUNCER IS TALKING  
OF THE MOST MUNDANE EVENTS...

ELIZABETH  
Millions of people? All of them  
changed...

MATTHEW  
Replaced.

ELIZABETH  
But what happens to the original  
bodies? Do they just vanish?  
Disintegrate? It can't be  
possible.

MATTHEW  
Something's going on down there.  
She hurries over, joins him.

120 THEIR POV

120

DOWN ACROSS THE STREET. THE SERVICE ENTRANCE OF A  
LARGE MUNICIPAL BUILDING... GARAGE DOORS, THE AREA  
ABLAZE WITH ORANGE-HUED SECURITY LIGHTS. TRUCKS ARE  
ARRIVING, BIG COVERED PRODUCE RIGS ALL FROM THE SAME  
COMPANY.

AND THERE ARE A LOT OF OTHER TRUCKS INSIDE THE GARAGE  
ROLLING OUT IN NEAT LITTLE LINES, LIKE REGIMENTS ON A  
PARADE GROUND -- TELEPHONE CO. TRUCKS, GAS CO. TRUCKS,  
POWER & WATER CO. TRUCKS.

ELIZABETH'S VOICE  
What're they doing?

THE DOORS ON THE BIG PRODUCE VANS ARE SWUNG OPEN.  
WORKERS START UNLOADING THOSE GIANT SEED PODS, DISTRIB-  
UTING THEM TO THE UTILITY TRUCKS... HUNDREDS OF PODS...

TWO BUSES ROLL IN... CIVILIANS BEGIN TO GET OFF, GET IN  
LINE FOR THEIR PODS.

(CONTINUED)

120 CONTINUED:

120

MATTHEW'S VOICE

It's spreading. That's how they  
do it.

THE OPERATION IS SO WELL-ORGANIZED SO MINDLESSLY EFFI-  
CIENT. THE SOUND OF A RINGING TELEPHONE!

OUTSIDE, A GUY WITH A LOUDSPEAKER IS ANNOUNCING:

LOUDSPEAKER

All those with relatives in MARIN  
COUNTY, NAPA, SONOMA, EUREKA,  
PENINSULA...

121 BACK TO SCENE

121

Matthew and Elizabeth whirl around from the window! A  
PHONE IS RINGING SOMEWHERE IN THE OFFICE, AT ONE OF  
THOSE DESKS...

ELIZABETH

There! Your desk...

She's right -- the light is pulsing on Matthew's desk,  
beckoning him, taunting him. IT STOPS AFTER ONLY A  
HALF-DOZEN RINGS.

ELIZABETH

They know!

THE PHONE STARTS RINGING AGAIN.

ELIZABETH

I'm not staying here. Just  
waiting for them to find us. We  
might as well give up.

THE PHONE KEEPS RINGING, ECHOING IN THE EMPTY OFFICE.  
THEY LOOK AT EACH OTHER.

MATTHEW

Never. We have to resist this.  
Whatever it is.

ELIZABETH

But we don't even know what it  
is!

THE PHONE STOPS RINGING, ITS SILENCE SUDDENLY MORE OMI-  
NOUS THAN ITS PENETRATING BELL A MOMENT BEFORE.

(CONTINUED)

121 CONTINUED:

121

MATTHEW

If we wait until it's light,  
when there's more people on the  
streets...

ELIZABETH

On Sunday? There won't be.

MATTHEW

Enough. More than there are now.  
We'll have a chance at blending  
in, at passing among them. We  
know we can.

ELIZABETH

But to go where? To do what?

MATTHEW

I don't have the answer, Elizabeth.  
We just have to try, for Bellicec  
and for Nancy, for us. We can't  
give up.

FOOTSTEPS IN THE HALL AGAIN!

Matthew and Elizabeth don't move, just stand in shadow,  
waiting... A SILHOUETTE APPEARS AT THE DOOR, TRIES THE  
KNOB...

BELLICEC'S VOICE

Maybe they're not here.

Matthew rushes over, listens. ANOTHER SILHOUETTE AP-  
PEARS.

BELLICEC'S VOICE

We're too late...

MATTHEW

No! Bellicec?

BELLICEC

Matthew! For God sakes, open  
up. I've got help...

Matthew quickly unlocks the door, and Bellicec steps  
in, embracing Matthew, hugging his old friend.  
Bellicec's clothing is filthy, tattered, scenes of a  
great struggle.

MATTHEW

You made it!

(CONTINUED)

121 CONTINUED: (2)

121

ELIZABETH

The whole town's been taken over  
by pods!

Kibner comes in behind Bellicec, his expression blank.  
Elizabeth knows at once...

KIBNER

Not quite, Matthew. There's  
still you and Elizabeth.

Matthew steps back, retreating from Bellicec. GEOFFREY  
POWELL comes in next, and then TED HENDLEY, Katherine's  
husband. They each carry a SINGLE, LARGE POD. A GROUP  
OF TOUGH CHARACTERS FOLLOW THEM IN -- TOO MANY TO  
RESIST.

BELLICEC

It would have been so much  
easier if you'd gone to sleep  
last night.

KIBNER

(to Geoffrey and Ted)  
Put them there.

ONE END OF THE OFFICE SPACE HAS BEEN PARTITIONED INTO  
PRIVATE LITTLE CUBICLES FOR THE HEALTH DEPARTMENT SUPER-  
VISOR AND HIS ADMINISTRATIVE ASSISTANTS. GEOFFREY AND  
TED CAREFULLY DEPOSIT THE TWO PODS WITHIN.

Elizabeth watches Geoffrey. He doesn't give her a  
second thought.

ELIZABETH

Where's Nancy?

BELLICEC

She'll be joining us shortly.  
We'll all be together again.

ELIZABETH

You son-of-a-bitch...

GEOFFREY

Don't talk that way, Elizabeth.

BELLICEC

There's nothing to be afraid  
of. We're not going to hurt  
you...

(CONTINUED)

121 CONTINUED: (3)

121

Ted and Geoffrey just suddenly grab Matthew's arms! Bellicec approaches Elizabeth and Kibner takes a small black leather case from his jacket pocket. He removes two hypodermics...

Matthew lashes out at Geoffrey, knocks the wind out of him, almost breaks free... but ONE OF THE TOUGHS swings him into a crippling hammerlock, shuffles him toward Kibner who's preparing the syringes so calmly...

Elizabeth backs away from Bellicec, backs farther into the office.

KIBNER

There's nowhere to go, Elizabeth.  
And once you understand what we  
have to do, I think you'll accept  
it...

BELLICEC

... and wonder what all the fuss  
was about.

MATTHEW

What about all your talk, all  
that heroic talk about passion...

BELLICEC

I was a fool. What difference  
did it make?

ELIZABETH

We'll leave... just let us alone.  
We'll leave San Francisco... we  
won't come back... please...

Geoffrey stands up, recovering his breath.

BELLICEC

We can't let you go, Elizabeth.  
You're dangerous to us.

KIBNER

Roll up his sleeve, Geoffrey.

ANOTHER OF THE TOUGHS rolls up Matthew's shirtsleeve while the first restrains him. Matthew goes berserk, resisting them for all he's worth. But he's quickly pinned on the desk... AND KIBNER INJECTS HIM.

KIBNER

Just a mild sedative, just to  
help you cooperate.

(CONTINUED)

121 CONTINUED: (4)

121

He tosses the empty syringe into a wastebasket, picks up the second needle.

KIBNER

Elizabeth... don't make it hard  
on yourself, please.

Matthew is still struggling, still being held in place...

MATTHEW

RUN! GET AWAY!

She moves quickly. Bellicec cuts her off. She's boxed in among the desks. Kibner walks toward her, needle in hand. She runs the other way... runs into Geoffrey! Their eyes meet -- HE IS SOMEONE ELSE.

Kibner is on her now, Geoffrey holding her, THE NEEDLE GOING INTO HER ARM!

Matthew gives up, stops resisting. THE TOUGHS loosen their grip, watch Matthew warily. Matthew slumps down into a chair.

ELIZABETH

We're not the last humans left  
... They'll destroy you...

KIBNER

In an hour you won't want them  
to.

Geoffrey takes Elizabeth to one side, talks just to her, an evangelical emptiness in his words, narcotic...

GEOFFREY

Nothing changes, not really.  
You can still lead the same  
life, drive the same car, work  
in the same...

She pulls away, her eyes watering. She goes to Matthew's side, kneels next to him.

ELIZABETH

Don't, Matthew, please don't  
close your eyes.

MATTHEW

I won't...

But he seems so drowsy.

(CONTINUED)

121 CONTINUED: (5)

121

BELLICEC

Sooner or later you'll have to  
sleep. The body demands it.  
Because it's good.

Kibner nods to Geoffrey, to Ted and THE TOUGHS, dismissing them all. He and Bellicec can handle things now. So the others simply leave, their FOOTSTEPS GOING OFF DOWN THE HALL... SOLDIERS IN SOME RAPACIOUS ARMY.

KIBNER

Please, don't be afraid of us.  
Others discovered what had to  
happen. But most of them gladly  
embraced us. They weren't afraid.

MATTHEW

(weakly)

Then they were fools...

BELLICEC

No, you're the fool, Matthew.  
All this desperate, frantic,  
emotionalism you exhibit. Where  
does it get you? Where does it  
get any of you?

KIBNER

A few weeks ago this town was  
like any other town -- people  
with nothing but problems, hating  
themselves, hating each other,  
killing each other...

BELLICEC

That's all over now.

ELIZABETH

Over? You want to kill us.

Matthew takes hold of her hand -- where Bellicec and Kibner can't see the gesture. He wants Elizabeth to play along. The Benzedrine they took is retarding Kibner's sedative.

BELLICEC

No, we don't. We want to help  
you. We want to save you before  
you destroy yourselves.

(CONTINUED)



121 CONTINUED: (6)

121

MATTHEW

You're insane...

KIBNER

It's a miracle, Matthew. A solution drifting out of the sky, pushed along by the pressure of sunlight. Your new bodies are growing in there, taking you over, cell for cell, atom for atom. Painlessly.

BELLICEC

They'll absorb your minds, your memories... and you'll be born again in an untroubled world, a world with no unpleasant surprises, no anxieties...

MATTHEW

And no love?

BELLICEC

There's no need for love.

KIBNER

There's no need for any emotion. You've been in love before. It never lasts.

Elizabeth looks at Matthew. He looks at her -- feigning the injection's effect. She sits on the floor...

MATTHEW

So what do you do? What the hell are you? Just pods... shells...

KIBNER

What are we? Just what you see. We're alive.

ELIZABETH

What do you want?

BELLICEC

To survive. The function of all life everywhere is survival.

MATTHEW

(no energy)  
You're just parasites...

(CONTINUED)

121 CONTINUED: (7)

121

BELLICEC

You've been the parasites destroying, despoiling land, wiping out whole species of animals. We won't destroy anything. We're not parasites. because we do far more than just cling to our host, Matthew. We improve upon it. We left a dying world and came here to evolve, to reform and reconstitute themselves into duplicates of the dominate species.

KIBNER

They've saved us from ourselves.

ELIZABETH

What happens to the original?

Kibner checks Matthew's pulse.

KIBNER

It's really quite wonderful. During sleep, the pattern is taken from you, absorbed like static electricity from one body to another.

MATTHEW

Impossible...

ELIZABETH

But what happens to me? The real me?

KIBNER

Go in there, before you close your eyes, and watch them grow. Life takes whatever form it must to survive. Don't be trapped by old conceptions.

Matthew struggles to his feet. Bellicec supports him, takes Matthew's arm around his shoulder, leads him toward the glass cubicles where those two PODS wait...

KIBNER

(extending his hand)

Elizabeth?

She gives Kibner her hand, lets him help her up.

(CONTINUED)

121 CONTINUED: (8)

121

ELIZABETH

How do you... know... all this...?

She acts so weak that Kibner has to hold her upright like Bellicec's doing for Matthew -- so thoughtful.

KIBNER

We know. It's not memory. You can't call it that...

BELLICEC

You can't call it anything you could even recognize. But there is knowledge, awareness of where we've come from.

He and Matthew are only a few feet from the cubicle. THE PODS CRACK, BEGIN TO OPEN. Matthew hesitates...

BELLICEC

Don't worry... don't be afraid...

BUT THE WORDS CATCH IN BELLICEC'S THROAT -- MATTHEW'S ARM TIGHTENS AROUND HIS NECK, BEGINS TO CHOKE HIM!

Bellicec struggles... Kibner leaves Elizabeth, rushes to pull Matthew away.

THE TWO PODS ARE ERUPTING, FLOWERS BEGINNING TO EMERGE. ELIZABETH LEAPS AT KIBNER'S BACK, CLAWING AT HIS FACE, PULLING HIM AWAY FROM MATTHEW...

MATTHEW AND BELLICEC FALL TO THE FLOOR, LOCKED IN PRIMAL COMBAT, SURVIVAL OF THE SPECIES LITERALLY AT STAKE, FRIEND AGAINST FRIEND...

ELIZABETH HANGS ONTO KIBNER LIKE A WILDCAT, TEARING AT HIM! HE FLIPS HER OFF, ONTO THE FLOOR, GRABS HIS FACE ... BLOOD. THERE IS NO ANGER IN HIM -- JUST INHUMAN RESOLVE. HE COMES AT HER... FORCING HER TO SCRAMBLE BACKWARD...

MATTHEW IS WINNING, HIS HANDS NOW AROUND BELLICEC'S THROAT, LOOKING RIGHT INTO HIS FRIEND'S EYES, KILLING HIM, KILLING WHATEVER BELLICEC'S BECOME...

MATTHEW

Jack, stop, stop, please.

Bellicec just stares up, unhuman, struggling.

(CONTINUED)

121 CONTINUED: (9)

121

ELIZABETH STUMBLES BACKWARD, OVER CHAIRS... KIBNER KEEPS COMING, HIS FACE BLEEDING, HIS EXPRESSION STEELY ... SHE'S RIGHT NEAR SOME FLUORESCENT LIGHT TUBES STACKED IN THE CORNER, INTENDED AS REPLACEMENTS FOR THOSE OVERHEAD. ELIZABETH GRABS ONE, SWINGS IT AT KIBNER! IT HITS HIS HEAD AS HE RAISES HIS HANDS FOR PROTECTION, THE GLASS SHATTERING, FLUORESCENT POWER EXPLODING INTO HIS FACE... HE STAGGERS SIDWAYS, BLINDED...

Elizabeth hurries to Matthew. He's just kneeling on the floor over Bellicec's body. She comes around slowly, looks at Matthew. His hands lie limp on his thighs. His eyes are filled with tears.

SECONDS LATER... Matthew drags a dazed, bloodied Kibner into that cubicle with the PODS, locking them all in there. Elizabeth is at the window, looking down on the building next door...

MATTHEW

Be strong.

122 EXT. CIVIC CENTER - PRE-DAWN

122

A HIGH ANGLE DOWN. UTILITY TRUCKS ARE LEAVING AND LINES OF CIVILIANS HAVE FORMED FROM SEVERAL BUSES. ONE PAD BEING GIVEN TO EACH PERSON...

Matthew and Elizabeth emerge from the Health Department, taking advantage of the great flurry of activity out here, lose themselves in the stream of PEOPLE on the sidewalk. A HAND REACHES OUT, GRABS MATTHEW'S SHOULDER! He turns around... TED!

TED

Over there, please.

The POD DISPERSAL LINE. Matthew and Elizabeth must go that way, get in line. They move forward, closer and closer to the PODS...

NANCY'S VOICE

Matthew... Elizabeth.

They turn... NANCY BELLICEC coming toward them.

NANCY

Where's Jack?

MATTHEW

Across the street, upstairs.

(CONTINUED)

122 CONTINUED:

122

NANCY

With Dr. Kibner?

MATTHEW

Yes.

A COMMOTION! SEVERAL VAGRANTS CHASING A DOG! The poor animal runs in fright, as if fleeing from wolves. It darts out into the road as it nears them... AND A PRODUCE TRUCK LEAVING THE SCENE ALMOST RUNS IT DOWN!

The dog jumps the curb, runs by Matthew in terror, looking up at him... IT'S THE OLD BLIND MAN'S DOG, WAS THE OLD BLIND MAN'S DOG -- NOW IT BEARS HIS FACE, A FRIGHTENING MUTATION, THAT POD MATTHEW KICKED HAVING GONE HAYWIRE, HAVING DUPLICATED MASTER AND DOG TOGETHER!

ELIZABETH SCREAMS... A FATAL ERROR... HER HUMAN EMOTIONS REVEALED! Everything happening so fast as other POD PEOPLE around them stare in surprise at Elizabeth's display. Nancy grabs Elizabeth's arm, talks quickly, her voice low...

NANCY

We're the same... I'm not one of them... they'll never get me ... they won't...

Matthew sees Nancy holding Elizabeth. He pulls her free. Elizabeth doesn't know which way to turn.

NANCY

Matthew, I'm still human. I'm still like you...

MATTHEW

No... get away... no!

NANCY

(low, frantic)

Yes... and there are others like us. We can resist! We can destroy them! We have love. We can reproduce. What can they do? Matthew, we have to stay human!

AN OLD LADY LIFTS HER BONY FINGER, POINTS IT ACCUSINGLY AT ELIZABETH, SCREAMS HER CONDEMNATION OUT, BRANDING ELIZABETH HUMAN WITH A FRIGHTFUL, BLOOD-CURDLING WAIL!

(CONTINUED)

122 CONTINUED: (2)

122

Nancy's gone, slipped off safely into the night. THE OLD LADY COMES FORWARD, RIGHT AT THEM, DRAWING ATTENTION THEIR WAY. Matthew has no choice -- he swings out, hits her, knocks her backward violently. And he and Elizabeth run, as PEOPLE begin to realize what's just happened...

123 EXT. DARK STREETS - PRE-DAWN

123

Matthew and Elizabeth, careening madly down the sidewalk away from the Civic Center, looking back... THERE ARE PEOPLE CHASING THEM, ORDINARY CITIZENS, HUNTING THEM DOWN... A SIREN PULSES, GETTING CLOSER...

They rush into a short alley, come out onto another street, just as a big truck is rolling by, picking up speed, its rear doors open and locked flat against the bed... it's an easy thing to throw themselves inside this thing, to ride with it... leave THEIR PURSUERS without so much as a scent...

124 INT. TRUCK BED - DAWN

124

Out of breath, falling into each other's arms, Matthew and Elizabeth huddled in shadow as the big vehicle rolls through city streets. It seems empty back here, dark and safe. They steady themselves on the walls, move deeper into the bed, away from the open doors.

... PODS! THE TRUCK IS TRANSPORTING PODS! MAYBE FIFTY OF THE THINGS ARE STACKED ON SKIDS IN THE FRONT OF THE BED, UP NEAR THE CAB!

The truck makes a right turn, throwing Matthew and Elizabeth off balance sideways, right into the PODS! They struggle up, clinging to each other. THE TRUCK IS STOPPING!

125 Matthew looks outside, through regular spaces between the trucks's slatted siding. A LARGE HOTEL... THE SERVICE ENTRANCE. NOW THE TRUCK IS BACKING UP TO ANOTHER LOADING DOCK... MEN APPEAR AT THE BACK OF THE BED. THEY COME RIGHT INTO THE TRUCK, RIGHT TOWARD MATTHEW AND ELIZABETH, BEGIN REMOVING THE PODS, DRAGGING SKIDS OUT ONTO THE PLATFORM... VOICES... INSTRUCTIONS BARKED OUT... THE WHOLE OPERATION TAKING ONLY A MINUTE, LIKE A PRECISION EXERCISE... (Note: they see tour bus disgorging newcomers into the hotel...)

(CONTINUED)

125 CONTINUED:

125

And then the truck is empty of pods, and only Matthew and Elizabeth are left inside, undiscovered, cowering in the darkest corner, helpless as THE BIG STEEL DOORS UNHOOK FROM THEIR OPEN POSITION, SLAM SHUT... LOCK. THE TRUCK BEGINS MOVING AGAIN. AND WHEREVER IT IS GOING, SO ARE MATTHEW AND ELIZABETH.

126 EXT. WAREHOUSE DISTRICT - DAWN

126

Along the waterfront with views of downtown San Francisco VISIBLE beyond. There is enormous chaos and energy here, the dock area in disrepair, windows broken in many warehouses and yet such activity, TRUCKS ROLLING IN, MEN AND WOMEN MOVING BACK AND FORTH LIKE WORKER ANTS UNDER HUGE FLOODLIGHTS... the place has the feel of a bombed-out, war-time shipyard courageously increasing production against all odds, loading big OCEAN-GOING VESSELS... not with armaments, though, but with PODS! THIS IS IT, THE HEART OF DARKNESS... POD CENTRAL.

We BEGIN TO FOLLOW one particular truck, understand its significance at once -- Matthew and Elizabeth are inside. It maneuvers through a maze of loading booms and rusty piles of scrap iron, PAST A GROUP OF THOSE LITTLE GARDENER'S TRUCKS, THE GARDENERS METHODICALLY PITCH-FORKING GREY FLUFF INTO A MASS GRAVE IN THE CENTER OF THE YARD.

127 INT. TRUCK BED - DAWN

127

Matthew and Elizabeth can witness all this activity, peer out at it through those slits in the truck's siding. They are being taken right into the enemy camp, and they're terrified.

ELIZABETH

We'll never get out of here,  
never. There are just too many  
of them...

MATTHEW

Stop it.

ELIZABETH

We can't beat them. They've  
got everyone, Matthew. We're  
next. We are going to be next!

He comes to her, holds both of her arms firmly with his strong hands, looks into her face. She turns away.

(CONTINUED)

127 CONTINUED:

127

MATTHEW

Look at me! Elizabeth, look at me!

She turns toward him, crying.

ELIZABETH

I'm so tired. I can't... maybe we should stop...

MATTHEW

No! You can't. We can't give it up.

ELIZABETH

But I'm so tired...

MATTHEW

I want you to stay awake. I... want... you...

Elizabeth looks at him deeply. She seems to awaken.

ELIZABETH

I want you, too, Matthew. I love you.

They kiss. The truck lurches, BACKING UP...

128 EXT. WAREHOUSE LOADING DOCK - DAWN

128

A ROW OF SOME TWENTY IDENTICAL PRODUCE VANS BACKED UP TO TWENTY DOCKS, WAREHOUSE WORKERS MOVING ALONG LIKE ROBOTS, UNLOCKING ONE SET OF TRUCK DOORS AFTER ANOTHER, SWINGING THE BIG DOUBLE DOORS OPEN, IN PREPARATION FOR RELOADING...

We can SEE beyond, into the warehouse itself. PODS ARE STACKED BY THE HUNDREDS ON SKIDS, FORKLIFT TRUCKS MANEUVERING THE SKIDS INTO POSITION...

Matthew and Elizabeth step from the back of one of those trucks, move quickly off the dock into shadow down on the yard. They take refuge amid an enormous pile of twisted metal debris, abandoned years ago when something very ordinary was being manufactured here.

MATTHEW

There. That building...

THE LARGEST WAREHOUSE. It sits malevolently right on the waterfront, glowing from within, A LIGHT BRIGHTER AND WHITER THAN ALL THE OTHER INCANDESCENT ILLUMINATION IN THE AREA.



129 CLOSE ON THE BIGGEST WAREHOUSE. Matthew approaches, holding onto Elizabeth's hand, pulling her after him in the shadows. He's obsessed now, determined to take some sort of action, no matter how futile. The building is unlocked, unguarded. In fact, the whole yard is that way -- these people so secure, so arrogant.

129

Matthew boosts himself up onto an oil drum, peers into the warehouse through a dirty, broken pane of glass.

130 MATTHEW'S POV

130

IT'S ONE ENORMOUS GREENHOUSE INSIDE HERE, A SINGLE VARIETY OF PLANT LIFE INDIGENOUS TO EARTH HAVING BEEN CHOSEN AS THE PERFECT HOST FOR THE PERFECT PARASITE -- UNDER ENORMOUS WHITE PLANT LIGHTS THE YOUNG PODS GROW IN LONG TROUGHS, ROW AFTER ROW OF THE TROUGHS, ONLY A FEW KHAKI-CLAD GARDENERS MOVING AMONG THE PODS, MAINTAINING OPTIMUM CONDITIONS, HAND-WATERING THE SOIL, FERTILIZING.

131 BACK TO SCENE

131

Matthew hops down. Elizabeth is crouched low to the ground, her eyes wide, rocking on her heels, in bad shape.

ELIZABETH

All of them... all of them...  
they're all pods...

MATTHEW

Elizabeth.

She looks up at him.

MATTHEW

It's in there, where they grow  
them.

ELIZABETH

What're we going to do?

MATTHEW

We are going in there.

She looks at him, just can't imagine what he's even talking about.

132 INT. POD GREENHOUSE - PRE-DAWN

132

So quiet in here, like a hospital.

(CONTINUED)

132 CONTINUED:

132

White lights suspended overhead on special scaffolds, green plants, and PODS below. Matthew and Elizabeth are inside, moving silently between the rows of plants. His adrenalin is flowing, driving him forward here against impossible odds. She seems like Alice in Wonderland, too astonished, too numb to be afraid anymore.

TUBES CROSS YARDS ABOVE THE PLANTS, DRIPPING WATER ON EVERYTHING... PARALLELING THE TROUGHS IN WHICH LIE ROW AFTER ROW OF PODS, DARK OBLONGS GROWING IN EVENLY-SPACED ROWS, SPECIMENS AT EVERY STAGE OF DEVELOPMENT, SOME ONLY A FEW INCHES, SOME SEVERAL FEET LONG, TOO MANY TO COUNT LYING EVIL AND MOTIONLESS IN EVEN LIGHT OF THE LAMPS...

A GARDENER SUDDENLY APPEARS ONLY YARDS AWAY! Matthew ducks, pulls Elizabeth down. The gardener moves on. Matthew sees something -- a ladder bolted into the warehouse wall, leading to those catwalks overhead... and to the tracks of plant lights that hang over the entire cavernous space.

MATTHEW

Elizabeth?

ELIZABETH

What?

She seems so tired, so beaten.

MATTHEW

Wait here. Stay low. I'm going up there. I'm going to try...

ELIZABETH

Don't leave me. Please, Matthew. I'll help... let me go with you...

MATTHEW

No. Just stay here. Under here. They won't see you.

He touches her face, brushes some hair off her face, kisses her forehead. She pulls him closer, kisses his lips, a long tender moment...

133 ANGLE ON THE CATWALK

133

LOOKING DOWN AT MATTHEW AS HE ASCENDS, FIFTY FEET OFF THE FLOOR OF THE GREENHOUSE, AN ACRE OF PODS BENEATH HIM...

(CONTINUED)

133 CONTINUED:

133

THERE ARE A FEW MEN UP ON THE CATWALK BUT SOME DISTANCE AWAY, CHANGING LIGHT BULBS ON THE OTHER SIDE OF THE WAREHOUSE.

134 ON THE GROUND

134

ELIZABETH IS WATCHING HIM.

Matthew crawls along on his hands and knees, light coming up through the slats, rendering his face in harsh stripes of black and white, strobing on him as he moves along... TOWARD A SERIES OF WINCHES, CRANKS AND CHAINS -- THE MECHANISM FOR MANIPULATING ALL THOSE HUNDREDS OF BIG PLANT LIGHTS...

135 ANGLE ON THE GROUND

135

Elizabeth backs deeper into the plantings, lies flat on her stomach as the FEET OF ANOTHER GARDENER PASS RIGHT BY... AND THEN A PAIR OF TROUSER LEGS, WOOL PANTS, CUFFS... A BOTANIST.

BOTANIST'S VOICE

Here, Torres. These, you see?

Elizabeth freezes, looks up through the leaves, able to see the two men lift a small POD carefully from the trough.

DR. DRISCOLL

Too much water... fungus.

The two men move on, taking the little pod. Elizabeth lowers her head into her arms, exhausted.

136 ANGLE ON MATTHEW

136

In shadow. He's just reached the WINCHES, his hand going up, testing, shoving a lever...

137 ANGLE ON THE BOTANIST

137

below. He looks up as SEVERAL LONG LIGHT BARS SHIFT SLIGHTLY... CREAK... STOP. He goes back to his work. Water drains from the troughs, collects in a sophisticated aqueduct system of copper gutters, flows to a tank for recirculation.

138 ANGLE ON MATTHEW

138

He stands. The catwalk sways underfoot. He takes hold of the largest ratchet-wheel lever... releases the safety! THE RACHET CLICKS AROUND... HALF THE LIGHT UNITS SWING OUT OF PLACE!

The WORKERS up on the catwalk see Matthew! Down below the Botanist looks up in horror... PLANT LIGHTS ARE SWINGING EVERY WHICH WAY, SLOWLY, BUT OUT OF CONTROL...

Matthew releases a SECOND RACHET LEVER, sends a phalanx of lights DOWNWARD! He shoves another lever sideways, puzzling out the system. He doesn't really have to master it anyway, just screw it up.

139 LIGHT BARS SLAM INTO ONE ANOTHER, CABLES AND CHAINS 139  
TANGLING, BULBS BREAKING! SPARKS CASCADE FROM ABOVE,  
LIKE A METEOR SHOWER ONTO THE FIELD OF PODS!

140 A WORKER is on Matthew, trying to pull him free of the 140  
controls! Matthew slams the man into them... and THREE  
LEVERS RELEASE AT ONCE!

141 EVERY OTHER LIGHT BAR DROPS LIKE A SHOT TO THE FLOOR 141  
OF THE WAREHOUSE, TANGLING IN CABLE, CRASHING INTO THE  
PLANTING BEDS, SNAPPING THE AUTOMATIC WATER PIPES LIKE  
TOOTHPICKS... WATER AND ELECTRICITY FLOW TOGETHER!  
SHORT CIRCUITS! SPARKS! FIRE!

142 Matthew runs, hanging onto the swinging catwalk, POD 142  
WORKERS chasing him! He reaches the ladder, lunges for  
it, slips, slides a quarter of the way down before he  
can catch himself, scrambles to the ground... where all  
hell has broken loose! SMOKE AND FIRE ARE EVERYWHERE.  
... AN ALARM SIREN WAILING...

143 Matthew sets off to find Elizabeth, hurrying along 143  
frantically, rushing through a world without boundar-  
ies, vague, amorphous, disorienting. VINES TRIP HIM,  
TANGLE HIS FEET, HIS LEGS BRUSHING THE DRY BRITTLE  
SURFACES OF THE GREAT PODS AS THEY SPILL FROM THEIR  
FLAMING TROUGHS!

144 Matthew reaches the row where he left Elizabeth. 144  
Or is it? Everything looks so much alike in here...  
and now, with all this smoke and heat shimmering in  
the air.

(CONTINUED)

144 CONTINUED:

144

MATTHEW

Elizabeth!

Nothing. Matthew searches further... finds her. SHE LIES FACE DOWN, SPRAWLED UNDER A BED OF GREEN PLANTS.

He rushes to her, turns her over. She's groggy. He shakes her, tries to wake her. She resists him, turning her head from side to side, refusing to open her eyes. He yanks her to her feet, up onto legs that seem to give out under her... she falls against him, opens her eyes, in a trance.

ELIZABETH

What's...?

MATTHEW

Wake up! Keep your eyes open!

ELIZABETH

Oh, my God... so dizzy...

MATTHEW

Elizabeth! Stay awake! Stay awake!

ELIZABETH

Matthew!

She holds on to him for dear life, tries to open her eyes, tears welling in them, looking right at him longingly, hopelessly, terrified.

Tears run down Matthew's face as he cradles her, cuddles her limp body in his arms.

MATTHEW

Elizabeth, we've come so far...  
There's only us... I need you...  
To be with me... I love you...

Suddenly, a look of sheer terror appears on his face... He looks at Elizabeth's face. It's disintegrating. HER SKIN TURNS GRAY IN HIS ARMS, THE TISSUE SPLITTING APART INTO FILAMENTS, HIDEOUS GRAY FIBERS AND DUST LIKE A MASSIVE COBWEB, ONLY HER CLOTHING LEFT.

Matthew swats at himself, trying to brush the HORRID, DECOMPOSED MATERIAL FROM HIS CLOTHING, HIS HANDS, HIS FACE. It clings to him, just as she did... Suddenly, he hears a VOICE behind him...

145 ... ELIZABETH! A vision, a haunted sight never to be forgotten! It stops our hearts, throws Matthew backward. ELIZABETH COMES FORWARD THROUGH THE SWIRLING SMOKE AND FIRE, DISTORTED, NAKED, NEW-BORN, REACHING OUT TO HIM WITH A HELLISH, EMPTY FACE... GORGEOUS. 145

ELIZABETH'S VOICE

It's all right, Matthew. They were right. It's painless. Everything's the same. Our love was too hard. Come with us, Matthew. Sleep with me.

146 And Matthew runs, his mind tumbling, his eyes wide, seeing nothing, heat building fiercely around him, a liquid CRACKLE, red, shooting up through the catwalk, blowing it apart and exposing the sky above... the scaffolding falling inward! BLACK SILHOUETTES OF THE PODS STANDING SHARP AGAINST THE BLOODY FIRE. 146

147 A GREAT POD BURSTS INTO A SPIRE OF PALE, INCANDESCENT FLAME, ITS SMOKE WHITE, PURE. A SECOND POD EXPLODES, BURNS! A THIRD, A FOURTH! THE BIGGEST, RIPEST, MOST BRITTLE INVADERS GOING FIRST... 147

148 Matthew reaches the edge of the warehouse, stumbling over smaller pods, crushing them underfoot, CHARGING AT THEM INTO THE THICK OF THEM, SPINNING AROUND, PUNCHING OUT AT THEM, CLAWING, REELING HOPELESSLY FROM RIGHT TO LEFT, FORWARD, BACKWARD, SURROUNDED, FALLING BACKWARD... 148

149 EXT. POD GREENHOUSE - PRE-DAWN 149

Matthew reels outside, crazed, running, stumbling, falling. He rolls over onto his back on the cool earth, looking up at an orange-red sky. PEOPLE RUSH FRANTICALLY ALL AROUND HIM, TRYING TO ORGANIZE, COMBAT THE FLAMES! FIRE FIGHTING EQUIPMENT IS MOVED INTO ACTION...

Matthew gets up, backs away from the burning warehouse, backs right into the shadows just as SOMEONE POINTS AT HIM...

WORKER

(a howl)

HUMAN!

(CONTINUED)

149 CONTINUED:

149

Matthew dodges left and right among the loading booms and piles of discarded scrap iron and the trucks. THE SIREN SCREAMS, SPLITS THE NIGHT! He covers his ears... SHADOWY FORMS SEEM TO PURSUE HIM...

He dives onto a battered hulk of metal, some sort of enormous old piece of heavy machinery. He scales it like a rat, crouches at the top, surrounded by cold, filthy steel, panting, his eyes wide with terror.

VOICES SOUND BELOW HIM, GETTING CLOSER, SEARCHING FOR HIM, AN UNHOLY WAIL, GETTING CLOSER, MOVING OFF, COMING BACK, THE VOLUME RISING AND FALLING LIKE A POUNDING HURRICANE.

Matthew holds his hands tightly over his ears, his eyes darting back and forth, his lips moving in the flashing light from that fire, talking to himself now, his profile blending into the twisted, jagged steel.

MATTHEW

I can beat them... I can beat them... I can beat them...

AND THEN BLACKNESS... THE PICTURE GONE FROM THE SCREEN BUT THAT HORRIBLE BLOOD-CURDLING WAIL STILL RICOCHETTING AROUND THE THEATRE...

FADE UP:

150 INT. COUNTY HEALTH DEPARTMENT - MORNING

150

8:00 A.M. The start of another day. FIELD INSPECTORS and LAB TECHNICIANS file into the office. But something's changed... the energy is gone, the chaotic excitement that used to charge this place, everyone just settling in now, getting cups of coffee, small-talking, accomplishing nothing. It looks like a hundred other offices we've seen before, in fact would seem perfectly normal to us if it weren't so startling different from what it's been.

151 MATTHEW

151

He walks in among them, his colleagues, all PODS now. He acts just like they do, moving listlessly, with no sense of purpose, like it's just a job to him as well. He sits at his desk, begins going through the motions.

## 152 IN THE LAB

152

Things are much the same. ELIZABETH working at her bench without enthusiasm, surrounded by other bacteriologists with that same methodically unmotivated attitude toward their work.

## 153 BACK IN THE OFFICE

153

The morning gone. Lunch hour. A few people simply rise, their actions observed by others, copied by others -- Matthew among them -- until the entire staff is rising like a flock of birds, moving out of the office, into the hallway, again -- not like zombies, but it's chilling because it seems so programmed, so unthinking the way everyone moves now, so imitative... an undeniable flock instinct...

## 154 MATTHEW

154

walks along the corridor toward the elevator. He sees Elizabeth at the end of the hall. He turns the other way, boards an elevator. She comes toward us, right past us... calm, tranquil, empty... someone else.

... AND A FEW MINUTES LATER IT'S ALL OVER, AN ENDING SO UNSETTLING, SO SHOCKING THAT WE FEEL COMPELLED TO WITHHOLD THE FIENDISH DETAILS...